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Dungeons & Dragons®

Fiendish Codex™ I:

Hordes of the Abyss™

Ed Stark

James Jacobs Erik Mona

DUNGEONS & DRAGONS®

FIENDISH CODEX I:

HORDES OF THE ABYSS™

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Introduction

"Korata, buraki, tor-knu!" A withered hand tosses yellow dust on the dark circle. The circle glows.

"Mortucorn, sikjata, marilith!" The glow grows brighter. A shimmer fills the air within the circle. Then—a CRACK! as the air splits and the stench of sulfur and brimstone explodes outward. The glow fades.

A female figure appears, but this is no woman. As she raises her head, her snakelike tail unfurls and her six arms, each hand holding a weapon, stretch outward from her humanlike torso.

"You called?" Her voice is raspy, full of contempt. "You wish my service, 'master'?"

The cloaked figure steps aside and, in a voice as ancient and terrible as death, says, "Not exactly." He turns his head toward a far corner of the chamber and speaks again. "Come, let us see what we can learn from this one."

In response, two figures step forward out of the darkness. One bears a shield emblazoned with the symbol of Heironeous. His sword glows with a holy flame as he raises it to strike. The other carries an axe struck with the symbol of Kord. He growls as he leaps forward.

The marilith hisses in pain and fear, her eyes squinting against the holy light. "No!" Her blades sing as they cut the air. "No!" she screams again as the sword falls and the axe strikes. "No. . . ."

The six-armed body falls to the ground, and the cloaked figure speaks to his companions once more.

"Now, quickly—bring it to me. . . ."

THE ABYSS AWAITS

Those who would battle the forces of evil must learn about them and turn their own works against them. *Fiendish Codex I: Hordes of the Abyss* deals with demons and the layers of the Abyss in a frank manner. Demons are no longer simply the biggest bad guys on the D&D block. Rather, they provide a whole new set of challenges for player characters—and new opportunities as well.

This book contains information for DMs who want to run adventures or campaigns featuring demons and the Abyss for all levels. From the quasit that curdles a cow's milk, to the dungeon passage that seems to go on a bit too long, to the expedition through demonic layers to wrest a soul from torment, adventuring against demonkind can come at any time during a campaign.

The tanar'ri, the loumara, and the obyrith populate this book. Some of the demons described herein are "ordinary" examples of their kind, if that word can be accurate where demons are concerned. Another chapter is devoted to the demon lords—unique entities of varying power, although even the weakest among them can be a terrible and formidable opponent.

For players, this book offers new feats, prestige classes, magic items, and artifacts that can bring PCs closer to defeating—or joining—the fiendish hordes. The *Black Scrolls of Ahm* teach us about demonkind, as well as the famed *Demonomicon* of Iggwilv and other classic works.

The final chapter of this book, and the longest one, provides detailed information about several layers of the Abyss that far exceeds the quality and quantity of any previously published material.

DEMONS IN THE CAMPAIGN

This book discusses how to introduce fiends and the Abyss into the campaign in many interesting ways. It's important to realize that player characters do not have to be high level to fight demons. Not only are many lower-level demons contained in this tome, but there are also plenty of instances of demonic incursion on the Material Plane that a DM can introduce into his or her game. The book covers this topic further, but it is something important enough to state up front.

THE DEFINITIVE SOURCE

If you have been tainted by earlier explorations into demonic lore, rest assured that *Fiendish Codex I: Hordes of the Abyss* is the definitive DUNGEONS & DRAGONS v.3.5 book on the subject. The material contained in this tome updates earlier material, drawing from earlier sources freely and eliminating contradictions. If you have used earlier sources and you find lore in those books that contradicts *Fiendish Codex* . . . well, demons are known for spreading misinformation. Use the material that works best for your campaign—but be aware that future D&D works will rely on *Fiendish Codex I* for the definitive answers to Abyssal questions.

WHAT YOU NEED TO PLAY

Fiendish Codex I: Hordes of the Abyss makes use of the information in the three D&D core rulebooks--*Player's Handbook* (PH), *Dungeon Master's Guide* (DMG), and *Monster Manual* (MM). In addition, it includes references to other D&D supplements, including *Fiend Folio* (FF), *Monster Manual II* (MM2), *Monster Manual III* (MM3), *Epic Level Handbook*, *Miniatures Handbook*, and a few others. Although possession of any or all of these supplements will enhance your enjoyment of this book, none beyond the core rulebooks are strictly necessary.

SWIFT AND IMMEDIATE ACTIONS

Some of the special abilities, feats, spells, and items in *Fiendish Codex I* use these concepts, which were intrduced in previous supplements. A description of how they work follows.

Swift Action: A swift action consumes a very small amount of time, but represents a larger expenditure of effort and energy than a free action. You can perform one swift action per turn without affecting your ability to perform other actions. In that regard, a swift action is like a free action. However, you can perform only a single swift action per turn, regardless of what other actions you take.

Casting a quickened spell is a swift action. In addition, casting any spell with a casting time of 1 swift action (such as *exorcism;* see page 92) is a swift action. Casting a spell with a casting time of 1 swift action does not provoke attacks of opportunity.

Immediate Action: Much like a swift action, an immediate action consumes a very small amount of time, but represents a larger expenditure of effort and energy than a free action. Unlike a swift action, an immediate action can be performed at any time—even if it's not your turn.

Using an immediate action on your turn is the same as using a swift action, and it counts as your swift action for that turn. You cannot use another immediate action or a swift action until after your next turn if you have used an immediate action when it is not currently your turn (effectively, using an immediate action before your turn is equivalent to using your swift action for the coming turn). You also cannot use an immediate action if you are currently flat-footed.

CHAPTER ONE
DEMONIC LORE

Illus. by A. Swekel

In the beginning, there was light . . . but in the time before that, chaos raged.

To study fiends is to study the Abyss. Rage, hate, and roiling chaos enshroud all ancient fiendish lore like a darkmantle engulfs its prey. As such, students of demonic mythos are not usually claimed by madness, but by the subject matter itself. A loremaster who tempts the Abyss with his curiosity might find it looking right back at him, hooking its shadowy tendrils into his soul and clutching at his very being with a strength that predates the eternal. But madness? No, he will not survive to know madness.

That said, I study the lore of demons, and somehow I endure. I have neither wrestled the Abyss directly nor allowed my many encounters with the fiends that serve it (yes, I said they serve it!) to quench my thirst for knowledge. Those who come after me might be more careful, if less skilled, and they can continue the dark journey from the end of my steps. But, alone in my explorations, I have uncovered truths they could not hope to discover firsthand.

Most importantly, I have learned that the Abyss is the darkling chaos from which all things come. This genesis has nothing to do with good or evil—just pure, churning chaos, in its simplest form. Who could have believed that the origin of life—of earth, of tree and stream—spawns from such turmoil? Yet, it is true. It is only through the imposition of order that the gods create, and they must work the stuff of chaos to build their thrones above man's domain. They create law and force order, twisting what was pure into something . . . else—something more suited to their survival and their dominance over us. As such, they are not ultimately responsible for creation, but only for helping the essence of life take shape.

Therefore, is it any wonder that demons hate and envy the divine? The gods corrupt the pure chaos of the fiends' spawning grounds and leave them thrashing around in what is left. These deities then ascend to higher planes, often taking credit for the creation of the universe, or individual planes, or mankind, or any number of wonders over which they had little influence. The chaos and evil of the Abyss is all the fiends have left, which is why the demonic now wage war against the divine.

It is my hope that I shall discover much more before I am myself overcome by the Abyss. However, the fiends have learned of my quest for knowledge, and they fear my power. Soon, the battle will come. I can only pray to gods I no longer worship that my learning survives me. Forge on.

—Surviving excerpt from the *Black Scrolls of Ahm*

Not all who study the ways of demons or the origins of the universe maintain as thin a grip on sanity as did the author of the *Black Scrolls,* Tulket nor Ahm. Still, as he predicted, few loremasters in his field have ever surpassed him in skill—though some certainly bested him in caution. Luckily, his theories on fiends and the origins of the universe survived his gory death and have formed the basis of many continuing works on the subject.

THE BLACK SCROLLS

When Tulket nor Ahm compiled his knowledge of fiends, he knew his work would attract the attention of his subjects, if not the Abyss itself. Ahm believed that all life in the universe derives from the chaos of the Abyss, thus extrapolating that the Abyss itself must be alive as well. Still, even Ahm never ascribed intelligence or sentience to the Abyss. He firmly alleged that nothing alive (or even undead) could comprehend the nature of the Abyss's existence. However, he did posit a motive for it—a return to chaos. Ahm deemed it possible that the intelligence of the demonic creatures spawned in the Abyss were, in fact, its own intelligence, working toward this goal. Through their ultimately chaotic efforts, he believed that the fiends would bring about the Abyss's desired outcome—the end of all things mortal and immortal, and a universe that could, once again, live wholly without order or purpose.

Few loremasters have read even parts of the *Black Scrolls of Ahm*, and fewer still can understand what they have seen transcribed in Tulket nor Ahm's spidery, wandering hand. While many of the *Black Scrolls* survived Ahm's destruction (and the destruction of his entire kingdom, as well as a good deal of the landscape surrounding it), that devastating force scattered his writings to the four corners of the world, and beyond. Some say Ahm's demonic assassins cursed his chronicles, ensuring that they would never again be collected in one place. Others who have read more than a few of the stained and torn parchments believe Ahm himself enchanted them, forcing them to move about the cosmos so the demons could not collect his work and destroy it.

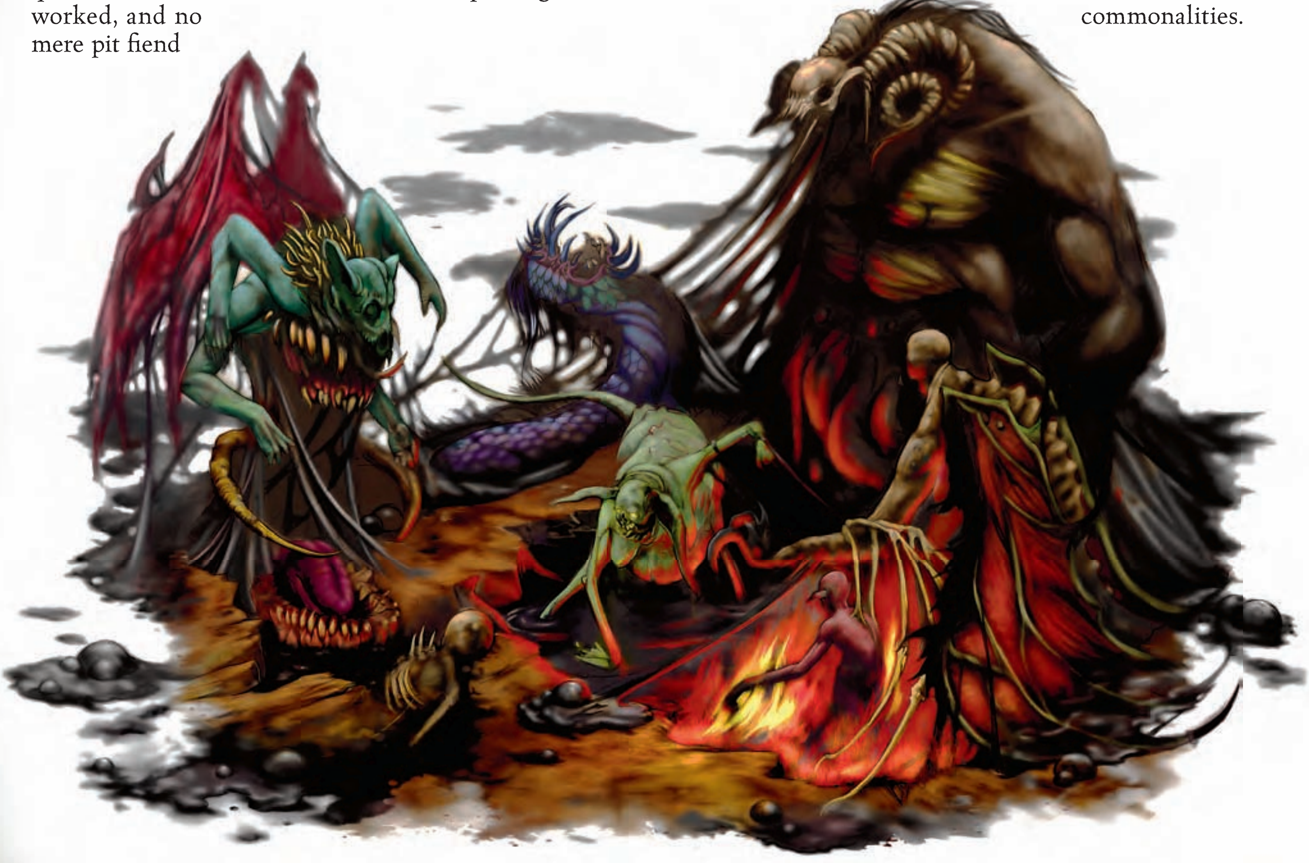
If any of the demon princes know the true answer to this question—and at least one must, for Ahm's power grew as he worked, and no mere pit fiend or marilith general could have overseen his demise—they refuse to speak it, even under dire compulsions. Again, some see this as Ahm's handiwork, but none know for sure.

As is true of many works of magical writing, transcribing all but the smallest and most innocuous parts of the *Black Scrolls of Ahm* remains impossible. Still, the authors of this text have reproduced carefully selected excerpts in the hopes of passing on Ahm's knowledge of fiends. But be warned. Should you come upon one of Ahm's original scrolls in your thirst for knowledge, peruse it carefully, lest something out of the darkness come to devour you.

THE ORIGINS OF DEMONS

The boundless Abyss and its countless layers spawn innumerable hordes of fiends, which shriek their hatred of all things until the tumult becomes unbearable. To describe a single demon cannot sum up the diversity of the species—if "species" is even the correct term. Chaos evokes variety, so demons cannot be easily described collectively.

If Ahm is correct, demons manifest as extensions of the chaos and evil left in the Abyss after the deities, devils, and other powers had "ascended" to other planes and begun forging their own domains, or occupying places created out of the chaos. Spawned directly from and by the forces of chaos, there are incalculable kinds of demons in the universe, and even Ahm categorized the attributes of only a small percentage of them. In fact, the more this ancient scholar learned of individual demons, the more he despaired of ever quantifying their physiology. However, this escalation of data did allow him to recognize and establish a few of their commonalities.



Illus. by T. Pendergraft

Some believe demons formed out of the Abyssal ooze

But why would there be commonalities at all? Aren't demons spawned from chaos? Ahm had a very logical explanation for why even the Abyss would abide by some vague sense of order. Demons derive from the very essence of their home plane, and the Abyss hungers for chaos and evil, using its creatures to bring more of the universe back to its ultimate starting point. For this purpose, Ahm believed that the Abyss spawns even its most diverse demonic creations with the qualities most useful in spreading chaos and evil, as well as a burning desire to do so, thus creating a repetition of certain commonly found fiendish traits.

Still, even with this knowledge, demons will always remain somewhat mysterious and incomprehensible. Indeed, nothing about demons seems "natural" to a creature from the Material Plane. To understand a manifestation of chaos and evil is to understand something beyond all frame of reference.

PHYSIOLOGY

Since demons do not have a common ancestor, body type, or even the same needs for existence, they cannot be easily described in biological terms. Indeed, some scholars argue that demons possess no common traits beyond their origins.

Ahm disagreed. As stated previously, he believed that the Abyss shapes demons to perform certain tasks, necessitating that its creations conform in certain ways. Unfortunately, Ahm presents little evidence on the subject. As you would expect, demons are notoriously difficult to study when alive, and when they die, their bodies either return immediately to the Abyss or decay very quickly. Nevertheless, chaos being chaos, some demonic corpses have inexplicably remained available for study.

BASIC FUNCTIONS

All living Material Plane creatures share certain common elements. Humans, dragons, hippogriffs, mind flayers, and gnomes all eat. They all breathe. They all reproduce in some basic biological way. However, we do not share these traits with demons.

Demons are not Material Plane creatures. As such, they do not have the same needs that we expect in other living creatures.

Eating: Demons do not need to eat. That said, a demon can consume endless quantities of food (of any sort), and they often take a particular joy in devouring sacrifices, especially gory or disgusting ones. Demons have even been known to consume tons of food in a single sitting, with no effect or consequence, leaving much debate about where the food actually goes. The most common theory is that their link to the Abyss somehow transports the food back to their home plane, but no one has yet brought forward any proof of this.

Breathing: While they must breathe, demons have extremely strong lungs, built to withstand a range of environments, including the most deadly fumes of the Abyss, which would kill most Material Plane creatures. As such, demons can easily breathe in any natural Material Plane atmospheres.

Sleeping: Demons do not require sleep to function normally. However, powerful individuals occasionally do force them into sleeplike states, and demons can even be rendered unconscious, though not easily. A demon can choose to fall asleep (which it would normally only do for deceitful purposes), but it gains no benefit from doing so.

Digestion: Even though demons can eat all the food they want, they do not have anything resembling biological digestion. The food seems to simply disappear after ingestion, unless the demon prefers to expel it somehow. If they choose, some demons can emit various kinds of discharges (such as vomit, ooze from pores, and other excretions), though not for any obvious purpose, other than the joy they take in polluting their environment.

Reproduction: Some demons can have sex if they choose (though not all of them have the necessary "equipment"), but it is not necessary for procreation, since new demons are formed directly from the chaos of the Abyss. Demons that can have sex usually do so only as a means to create half-fiends, though such creatures can be created in other ways (through arcane magic or curses).

DISSECTION OF A DRETCH

One of the lowest orders of demon is the dretch. Capturing a dretch outside the Abyss is difficult, and keeping the creature's body from returning to its home plane after death is almost unheard of. Even so, one ancient student of the *Black Scrolls* inexplicably did so and managed to document his findings. These are his actual notes, though the initial sketch has been revised based on other accounts.

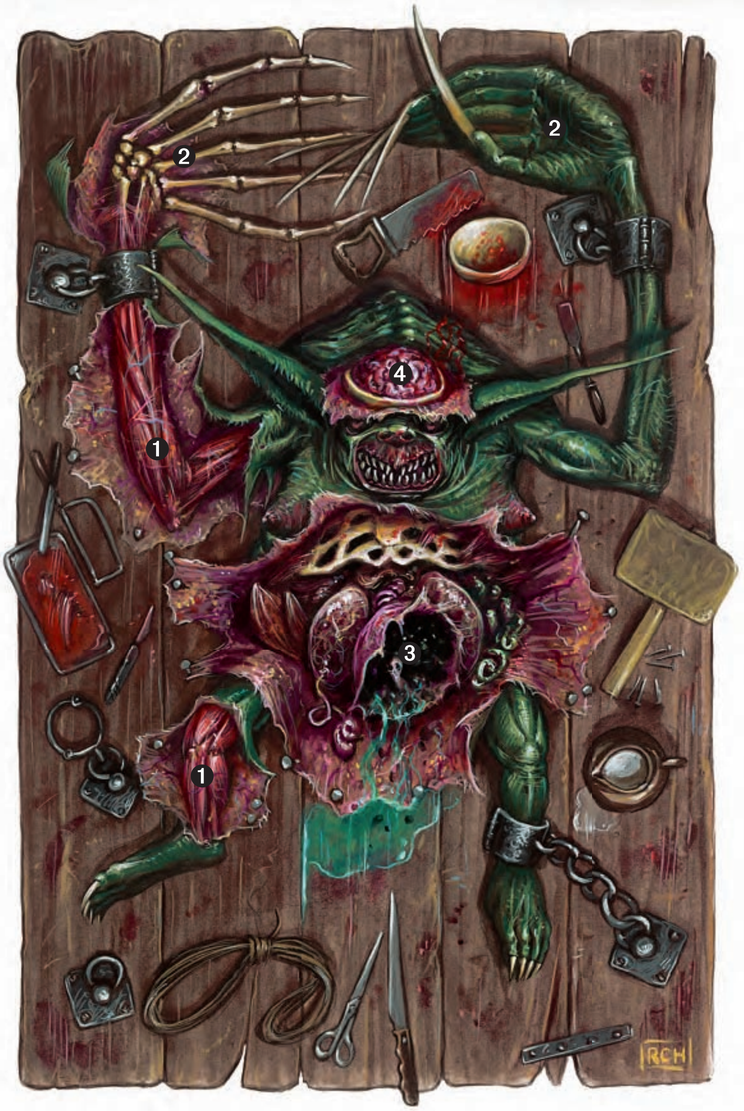
1. Muscles and Tendons: This dretch possesses wiry muscles in its thin, misshapen arms and legs. Unusually powerful for its size, these muscles are the key to its grasping strength. The dretch remained conscious during the exposure of its muscle tissue, and I watched as it flexed its cablelike muscles in the restraints. When the dretch died, its muscles quickly atrophied and became very pliable and easy to cut. Thus, I believe the creature's strength stems not only from biological origins, but also from magic.

2. Hands and Claws: The dretch's powerful forearm muscles pull the tendons in its hands and give the creature's claws an impressive grasping rake. Note the thin fingers. After death, the bones in the hand became brittle, but before the dretch expired, they were strong as steel. It took several blows with a hammer to break open one of the creature's exposed finger bones before it died, but afterward, I snapped one between my thumb and forefinger.

3. Abdomen: Here is where the demon diverges most obviously from a creature of the Material Plane. When the demon was alive (regrettably, for only a few moments), its open abdomen appeared to be filled with a swirling, noxious black liquid that gave off a horrendous smell. One of my assistants attempted to capture some of this liquid in a jar, but the material enveloped his hand and he ran screaming from the room. (The liquid did not actually harm him, but he recalls little of the examination leading up to the incident.) This liquid evaporated quickly upon the dretch's death, leaving a tarlike residue and revealing a few small, discolored organs. The odor remained a while longer, fading slowly. While an esophagus of sorts connects the "stomach" to the mouth, the dretch seems to have no bowels, intestines, or other digestive or excretory organs. This also surprised me, since I fed the dretch while it remained my captive, and it consumed nearly all organic material I put in its cage—living and dead. It made a terrible mess in there as well, though I have no idea how it managed to excrete such filth. Perhaps the creature vomited when no one was observing it, or perhaps the dretch simply exudes foulness from its pores. I hope to capture another soon, so I can solve this riddle.

4. The Brain: To my surprise, the dretch's brain looks similar to that of a human or other Material Plane creature. The coloration is different—darker, more purple—and the stench emanating from the open skull brings to mind something from a tannery that was carted away in a rendering wagon and then thrown into a pool of vomit. (Perhaps I should stick with “indescribable.”) The bumps and striations, however, follow patterns similar to that of most higher mammals. When I examine my next subject, I will attempt to open the skull before the abdomen so I can examine the brain functions while the creature remains alive.

Whether the examiner who added his notes to the *Black Scrolls* ever captured and examined another dretch remains unknown.



Anatomy of the dretch: (1) Muscles and tendons; (2) Hands and claws; (3) Abdomen; (4) Brain

Illus. by R. Horsley

DEMONIC LIFE CYCLES

Many religions believe that when evil people die, the gods punish them by consigning them to the Abyss or the Nine Hells—or some other horrible plane populated by demons, devils, and other evil creatures. There, these evil souls undergo everlasting torment at the behest of dark powers. Some believers even claim that occasional souls “rise” to the ranks of demons or devils themselves, becoming slavish servants to evil.

Different tomes of knowledge disagree on the finer points of these claims. The *Black Scrolls of Ahm* put forth the position that individual souls seldom (if ever) become demons incarnate, while the *Demonomicon* of Iggwilv actually lists certain particularly evil individuals from history and outlines what sorts of demons they became after death. However, the *Black Scrolls* do allow for demonic pacts and bargains. Ahm asserts that a particularly evil—and powerful—individual can make a bargain with Demogorgon or Orcus, promising to serve that prince faithfully in life, in exchange for guaranteed rebirth as a powerful demon after death. He does clarify that these demonic reincarnations appear to be the exception rather than the rule. Still, no proof for these arguments exists one way or the other, and most demons enjoy inflicting doubt upon those who pursue this knowledge too closely.

Whatever the case, the demonic life cycle is as unpredictable as the Abyss.

Formation and Promotion

Most scholarly documents and experts agree that demons form out of the raw chaos of the Abyss, though many diverge from there. The *Demonomicon* insists that all demonspawn begin as manes (larvae demons) or other lower-order fiends and, over the centuries, progress up a ladder of power and evil until they become dretches or rutterkins at the whim of a powerful nalfeshnee or demon prince.

Once these demonspawn join the hosts of the Abyss, they then slave away in servitude and fear, hoping to go unnoticed by their masters—for notice means torture and pain—while perversely longing for the spark required to transform them into a higher-order demon. Demonspawn loathe their own existence and fear everything around them. A prominent passage from the *Demonomicon* states:

> *“. . . and all this writhes below you, and around you, and your horror makes you part of it. Your putrid flesh corrupted, your ragged soul rent, and your desires bathed in evil and black blood. No, demonspawn, you are not forgotten. The terror of existence beyond death is yours. Now writhe, and rise forth!”*

While the *Black Scrolls of Ahm* do not refute the *Demonomicon*’s position on the order of demons, Tulket nor Ahm disagreed on two important points. First, he wrote that demonspawn could instantly become any level of demon, depending on the “desires” of the Abyss itself. Second, he asserted that the “ladder” of demonkind is more of a circle (though his picture of the demon hierarchy looks more like a drop of blood than a circle).

In Ahm’s structure, demon princes exist at the top of the droplet and are, to some extent, out of the circle of existence. Barring a major calamity of uprising, no demon prince need fear a plunge back into the reservoir of fiends below. Balors, mariliths, and other powerful demons stand below their princes and remain somewhat removed from the masses of demons. They possess some individuality and can gain favor with their lords. However, if they become too dangerous or fail in their service, the demon princes or the Abyss itself can plunge them back into the general pool.

Again, no one knows whether the *Demonomicon* or the *Black Scrolls* speak the truth on this subject, but Tulket nor

Ahm did make one unarguable point. He reasoned that if the Abyss is home to chaos and evil, and demons are an extension (or personification) of the Abyss, how could they function under a simple structure? Their hierarchy would be based on power, not predictability.

Death

The topic of what happens to demons when they die is another cause of much debate. In general, however, both the *Black Scrolls* and the *Demonomicon* acknowledge the following basic concepts:

Outside the Abyss: If a demon is killed on another plane, its body eventually returns to the Abyss—unless trapped through magical means, such as a *dimensional anchor* spell. (See the Demonic Death Throes sidebar for more details on how demon bodies sometimes disappear.) No matter what happens to the demon’s body, if it is killed outside the Abyss, its “essence” falls back into the raw chaos of the Abyss, where it is then be reformed as a new demon.

It is unclear whether these reincarnated demons begin again at the bottom of the cycle, or if they are just demoted, but everyone seems certain that death can only be seen as a failure for a demon, so it is unlikely to avoid punishment altogether. Thus, when a demon dies on another plane, it risks falling back into the general pool of demonspawn and can find itself “demoted” in power and essence, which is not to be taken lightly. For example, a vrock sent to wreak havoc on the Material Plane faces a very real danger if it fails in its mission. If the PCs defeat it and send it shrieking back to the Abyss, it can find itself back in the body of a dretch, a rutterkin, or even a mane. Even balors risk this eternal cycle when they battle for their Abyssal lords. Only the direct intervention of a demon prince can possibly spare this punishment.

The important exception to all of this occurs when a demon is summoned out of the Abyss magically, in which case it simply returns unharmed when the spell ends (or when the demon is destroyed), no matter what happens to it in the meantime. Thus, demons summoned to the Material Plane have little fear of death.

Within the Abyss: If a demon is killed while within the Abyss, it is permanently destroyed—both its body and its essence. For this reason, many demons are relatively more cautious on their home turf than when wreaking havoc on another plane. While a demotion through reincarnation is

DEMONIC DEATH THROES

“. . . and as the marilith’s head fell from its shoulders, blood bubbled forth. Tiny grubs swam in the gore, and as we watched, they consumed the demon’s body and attempted to crawl away to freedom. Revolted, we threw the stone table onto the corpse, hoping to squash the foul creatures. Later, when we cleared away the broken stone, we found only the demon’s swords and a spattering of black and red blood. The larvae were gone.”

—“The Battle of Darkspur,” as related in the *Black Scrolls of Ahm*

When a balor dies, it explodes in a blinding flash of light and flame that consumes its corpse and sends whatever soul it possesses shrieking back to the Abyss. Few lesser demons die as spectacularly, but neither do they usually just fall to earth and rot. The following table includes suggestions of what might occur when a demon dies outside the Abyss.

Demonic Death Throes

d20	Effect
1	The corpse melts into a pool of black, tarlike ichor.
2	The head (or what remains of it) begins cursing in a dozen different languages and voices, after which the corpse simply winks out of existence.
3	Two snakes force their way out of the killing wound and begin devouring the corpse from either end. If attacked, the snakes disappear along with the remains.
4	The corpse crumbles to dust, leaving enough powdery remains to fill a small bag.
5	The flesh of the demon rots away (as if a hundred years pass by in an instant), leaving behind only a skeleton.
6	Half the demon’s body is engulfed in flame (harmless to nearby characters), while the other half freezes solid and falls to the ground, shattering.
7	A hole opens up in the fabric of the universe, and an unseen force sucks the demon into the hole with a loud “pop.”
8	The skin of the demon peels away, leaving its muscles and organs exposed.
9	All the bones and muscle tissue in the demon leak out its wounds in purple, smoking rivulets of blood. The remaining sac of skin bubbles quietly on the ground.
10	The body discorporates into a foul-smelling mist.
11	Sparks and lightning burst around the killing wound, blackening the demon’s skin. In moments, the lightning consumes the corpse, leaving a smoldering spot on the ground.
12	The demon’s body immediately transforms into stone and shrinks down to the size of a tiny statuette.
13	Vermin explode out of the corpse, consuming it and then fleeing in all directions.
14	The demon turns translucent and then disappears in an explosive flash of light, leaving its shadow image on all nearby walls.
15	The demon’s skeleton tears itself free of its flesh, takes three steps, and then crumbles into dust.
16	Shadowy hands reach up from the floor and pull the corpse into the ground, leaving behind no sign of the demon.
17	As the demon falls, its corpse explodes into tiny, 1-inch-high duplicates of itself. The tiny demons immediately begin fighting among themselves until only one remains, which then vanishes in a puff of smoke.
18	Blinding, yellow light explodes out of the demon’s eyes and ears. Cracks appear in the creature’s skin as the light spreads, consuming the fiend’s body in harmless but spectacular energy.
19	The demon falls to the ground, and its flesh rots away in an instant, leaving behind a sickly odor. The bones remain, but they will turn to dust at the slightest pressure.
20	Nothing special. The demon expires as if it were a normal, Material Plane creature.

not ideal, most demons view it as a much better option than complete annihilation.

Aging

As for the rest of the life cycle, demons do not grow old, and they do not die of anything remotely resembling natural causes. At best, they return to the unformed Abyss and their essence becomes part of the evil and chaos of the plane. At worst, who knows . . . ?

DEMONS ON THE MATERIAL PLANE

As natives of the Abyss, most demons remain prisoners there for eternity. In addition to the innate horrors of the Abyss itself, most demons are enslaved and tormented by more powerful demons. The only relief they have is the suffering of others—lesser demons, or rare visitors to the Abyss, whom they can fight or torment.

That is, unless they find a way out.

Few demons have the ability to plane shift away from the Abyss, and those that do, ironically, have the least reason to venture outside their domains. They are the powers on their layers, ruling other demons. Unless they feel the Abyss's call to bring chaos to another plane, these fiends concentrate on maintaining power against their rivals, not venturing across the cosmos looking for trouble.

Unfortunately for the rest of us, the Abyss does hunger to corrupt other planes and grow beyond its planar borders. Many fiends without the power to move themselves onto other planes will heed the call of creatures seeking demonic aid in their unholy endeavors.

GETTING THERE (OR HERE)

Even for those demons unable to transport themselves out of the Abyss, opportunities to inflict their fiendish appetites on the Material Plane do exist. Each has its own limitations, of course, but demons seize opportunities for evil and corruption in both talons . . . and then they squeeze.

The Call

Some spells and rituals can call demons to the Material Plane. A powerful spellcaster can use the *gate* spell to wrench a demon out of the Abyss and onto the Material Plane, leaving it no chance to resist. A *gate* spell often helps the caster control a demon while it remains outside the Abyss, but fiends practice deception and betrayal as a part of life. An unwary or overly ambitious spellcaster could find a *gated* demon outside his control too quickly for him to respond, which could result in a demon on the loose.

Lesser spellcasters (often demonic cultists) rely on complex rituals, fiendish artifacts, and living, sapient sacrifices to call demons to their service. Seldom do these casters possess the necessary strength to control the demons they call forth, but most fiends play along with those that allow them access to the Material Plane. As long as these erstwhile fools ask a demon to do things it wants to do anyway (such as kill, maim, destroy, or corrupt), it serves. Once the creature grows bored, however, it begins to find ways to act independently and betray its master.

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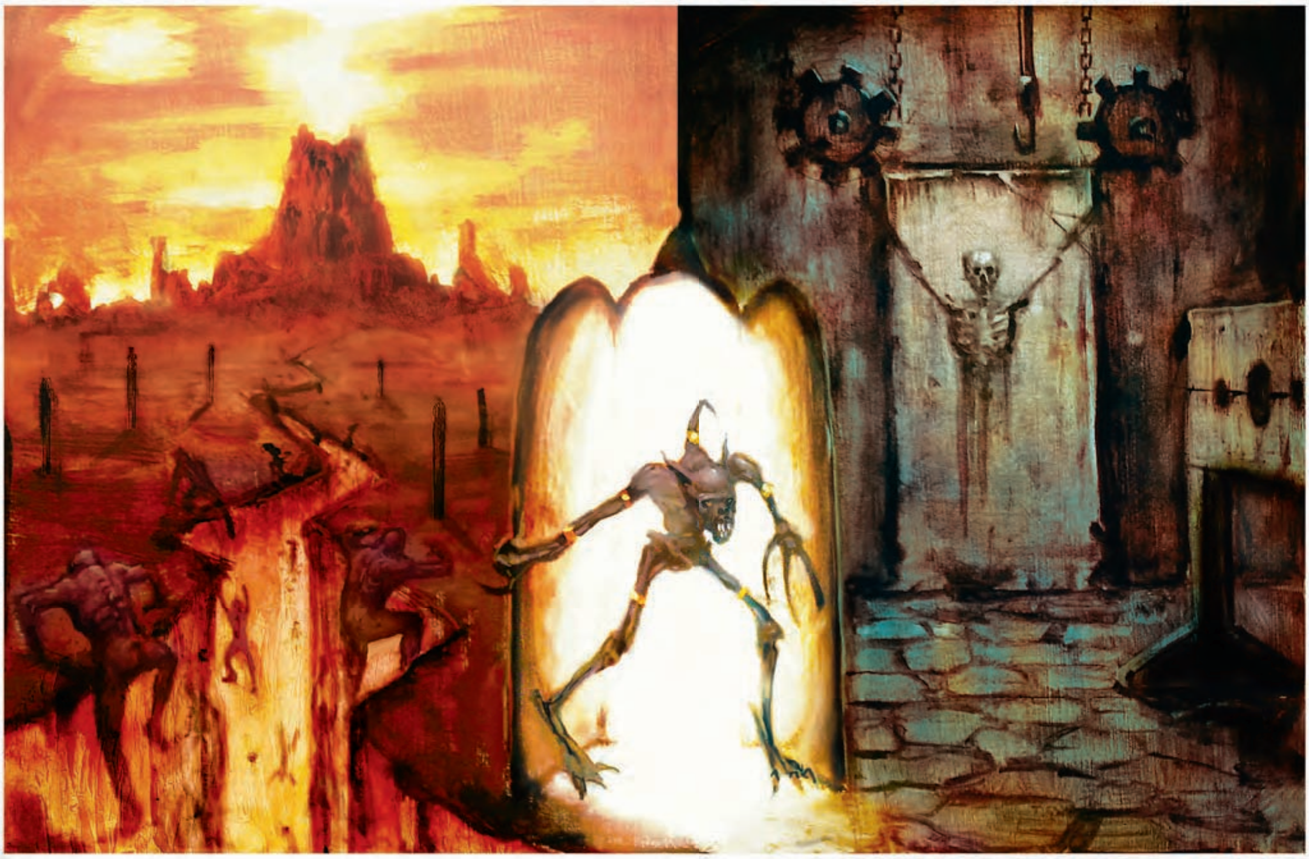


Evil begets evil, and a new portal opens to the Abyss

Calling versus Summoning: Note the difference between calling and summoning a fiend. A *summon monster* spell can temporarily draw a fiend out of the Abyss and force it into service, but it takes a calling effect, such as the *gate* spell, to give a demon a permanent presence on another plane. When a *summon monster* or similar spell elapses, the creature returns to the Abyss unharmed, despite any efforts or action taken by it or the spellcaster. A *dispel magic* spell, or a similar effect, can also send the creature back prematurely. A spell or ritual calling a demon forth transplants the creature onto the plane indefinitely. Only a more powerful spell, such as *banishment* can send a fiend back to the Abyss.

Fiendish Portals

As mentioned in the *Dungeon Master's Guide* and expanded upon in *Planar Handbook*, portals and "leaks" between planes exist all over the universe. Sometimes, the Abyss opens a portal between itself and another plane (often the Material Plane) that allows Abyssal denizens to escape. These runaway fiends immediately begin looking for areas they can haunt and creatures they can terrorize and kill.

Usually, these fiendish portals open in places that have seen great evil, destruction, or cataclysms (natural or magical), or possibly in secluded, hidden areas where evil can grow and thrive, such as the following.

- Underground caverns
- Torture chambers
- Sites of human/sapient sacrifice
- Battlefields
- Mountain caves disturbed by avalanche
- Fissures opened by earthquakes
- Active volcanoes
- Abandoned villages or large dwellings
- Deep forests
- Tombs

The use of evil artifacts, the performance of gruesome sacrifices, and the destruction of nearby good and lawful elements all play into the Abyss's strategy. Wherever evil exists, the Abyss finds it and sends out its creatures. Once through a fiendish portal, demons and other creatures do what they can to bring forth more elements of the Abyss. Often, fiendish portals close behind these "exploratory forces," which then must perform certain tasks to reopen the portal.

Fortunately for adventurers eager to dispel these creatures, fiendish portals on the Material Plane have tenuous connections with the Abyss, at best. Often, the deaths or banishment of the demons already through the portal closes it. Sanctifying the area can help keep the portal from reforming.

Unfortunately, the fiends fighting to reopen the portal (or keep it open) often take steps to avoid its subsequent closure. Many attract mortals in search of power to aid them in their rituals, which only strengthens the chaos and evil of the area. Some build powerful keys (in the form of magic items) and use them to "lock" the portal open; only by finding and destroying the keys can the PCs close the door.

DEMONIC ROLES

As manifestations of chaos and evil, demons seem easily slotted into world roles. True, they tend toward wanton mischief and malevolence, but they can cause havoc in any number of ways, sometimes as a lone brute or barely fettered minion early on in an adventure, or even as the nearly unassailable foe at the climax of a dangerous quest. Demons cover a wide range of roles, taking advantage of whatever opportunities present themselves and using their intelligence and varied powers to succeed.

Running a fight or an adventure involving fiends isn't easy. The following roles—Assassin, Brute, Corruptor, Manipulator, and Overlord—can help clarify your vision for demons in your game. Use these classifications to shape possible fiendish encounters and adventure roles, but not to limit them.

The tactics presented in this section illustrate some ways demons fulfilling different roles in the game might approach encounters. Some roles are very combat-centric and describe in detail how different fiends act during an encounter, while other role descriptions focus on a demon's part in an adventure. Specific demons serve as examples to illustrate how many different demons can fit into a variety of roles. No demon encounter should be cookie-cutter simple.

THE ASSASSIN

The Assassin strikes at the heart. Spot enemy, dispatch enemy—that is the demonic Assassin's creed. The Assassin demon often employs stealth or trickery, but it wears chaos like a cloak and uses evil cruelty as its shield.

The term "Assassin," as used here, refers to a specific demonic role, not the prestige class of the same name (*DMG* 180),

CHARACTERISTICS OF DEMONIC PRESENCE

Brutal and direct as they are, demons can act subtly when required. Thus, spotting a demonic portal or an area corrupted by demons isn't always easy. The following characteristics might show up in an area touched by the Abyss, but not always.

- Organic, foul structures (walls and floors made of hardened flesh)
- Hauntings by chaotic evil spirits (souls brought or captured by the demons)
- Illogical or impossible features (insides of buildings larger than outside, labyrinthine mazes)
- Inexplicable weather or other seemingly natural disturbances (snow in summer, earthquakes in areas not known for such disturbances)
- Blood and gore found where no deaths have occurred (filling a well or oozing down walls)
- Animals or crops dying for no reason
- Magic items functioning strangely (wands exhibit unusual displays, such as a *wand of magic missiles* that fires sickly green bolts instead of its normal bolts of brilliant blue energy)
- Lawful and good creatures feeling paranoid, distracted, or even inexplicably ill
- Chaotic and evil creatures drawn to the area (some at the behest of the demons, others just in response to the evil and chaos)
- Natural animals turning aggressive or violent (possibly even changing into dire versions)

although demonic Assassins might qualify for one or more levels in this prestige class.

While all demons are killers, those in the Assassin's role elevate their love of death to new levels. To most demons, killing is something they do as a climax to destruction. Many draw death out, hoping to cause more pain and suffering along the way. Not the Assassin. The Assassin strikes with only death in mind. If that death can cause chaos and pain, so much the better, but killing remains the primary concern.

More often than not, Assassin fiends find themselves working for nondemons and sometimes even for nonchaotic "employers." Most demons find killing for its own sake . . . dull. In contrast, the Assassin gains little reward in lingering death and destruction—only the quick kill, over and over again.

Still, a fiend sent with a single purpose (to kill) is still a demon, and that makes a fiendish Assassin different from its mortal brethren. Where most assassins and hired killers work hard to use stealth and guile for the safe murder of a relatively defenseless opponent, the demon Assassin prefers a more "shock troop" mentality. It can use stealth to move into position, or to make the assassination more effective, but it prefers to strike the killing blow in full view, enjoying the horror it sees on its victim's face and the helplessness of those nearby.

Fortunately for nonchaotic creatures everywhere, few demons have the discipline to fill the Assassin role. Demonic traits and abilities make them frighteningly good at the mechanics of assassination, but their chaotic nature usually slows their progress along this line.

POSSIBLE ASSASSINS

Here are a few examples of how well some kinds of demons align with the Assassin role.

Archetypical Assassins	Interesting Assassins	Unlikely Assassins
babau	arrow demon[MM3]	armanite*
blood fiend[FF]	bar-lgura*	goristro*
chasme*	jovoc[MM2]	hezrou
kelvezu[MM2]	marilith	mane*
glabrezu	maurezhi[FF]	nalfeshnee
nabassu*	quasit	sibriex*
yochlol*	succubus	

*See Chapter 2 for statistics.

Assassin Combat Tactics

The Assassin demon can come into play when the characters (or one in particular) prove particularly difficult to control. The fiend's master usually sends in other troops to distract or occupy the PCs while the Assassin readies itself to eliminate a particular foe. In an encounter, an Assassin demon might use the following strategy.

Round 0—Into Position: Move into position to spot your target or targets. (This can happen in the heat of an existing battle.) If you have any abilities that make you difficult to perceive, use them now. Your "allies" have their own agenda and probably don't even know you're around, so don't give yourself away. If possible, approach from an unexpected direction.

Example (Babau Assassin): Use your excellent Hide and Move Silently abilities (at +19 each for a CR 6 creature) to lurk in the shadows and maneuver around the party toward your target. If you aren't certain which character is your target, you can Listen (+19) for clues from the group. Also use invisibility, just in case an extra foe is out there. Watch and see where the battle can aid you in your approach. Are any PCs moving outside of healing range? Are any leaving sight of the rest of the party? This can work to your advantage.

Round 1—Breed Chaos: Remember, you're a demon! If you can do anything to increase the chaotic nature of the battle, the confusion will help you move in on your target. This tactic can involve using a spell-like ability from hiding, or triggering a prearranged trap. Don't worry about injuring or inconveniencing your "allies," who shouldn't even know you are here. What do you care, anyway? As long as you finish the job, you please your master.

Example (Babau Assassin): If you have chosen the battlefield—say, a dank cavern or dungeon room—you might have a few preset traps to spring. Using a deadfall or pit trap to divide the party can be very helpful, but if you don't have anything preplanned, your *darkness* ability should confuse and disorient your target's allies just fine. Be careful how you use it, however. Surrounding all the characters in darkness at this point might be possible, but you can also use this ability to misdirect your enemies' attention. Closing off the far side of the battlefield (and, perhaps, half the PCs) might make them think the threat comes from elsewhere. Meanwhile, continue to use stealth to close in on your target. Also, remember that you can't use sneak attack against a foe with concealment, and *darkness* still affects you despite your darkvision.

Round 2—Soften Them Up: If you have any ranged attacks, especially those that don't attract attention to your position, use them now. Ideally, continue to direct attention away from yourself and toward other parts of the battlefield. You might want to injure healers and spellcasters at this point, since they can react better at range to your upcoming assault. If you have no effective ranged attacks, continue to close in.

Example (Babau Assassin): This is a great opportunity to use one of your most effective tricks to set up your assault: Use *dispel magic* on your target. If you're positive your foe doesn't have any protective spells active, use the ability to attempt to suppress a magic item (armor, in particular). This spell-like ability weakens your target, and he won't know where it comes from. It will alert him to danger, however, so be ready to attack.

An alternative to the *dispel magic* gambit is to summon another babau, probably as far on the other side of the battlefield as you can manage. While you won't want to give

BEHIND THE CURTAIN: OPTIMAL VERSUS INTERESTING

While any decent DM can sit down and turn an encounter with a fiend into a disturbingly dangerous battle, the combat tactics described here emphasize interesting encounters over optimal tactics. If you look in the *Monster Manual,* you will see an excellent tactics section outlining just how tough a balor can be. But if a DM works to make every fight as tough as possible, flavor can sometimes drain out of the game. Demons fight smart, but they are creatures of chaos. By utilizing tactics based on individual roles, DMs can create many different kinds of encounters—all interesting, all deadly, and (hopefully) all fun to play.

away your own nature to the target, another set of claws at this juncture could be welcome.

Round 3—Attack: Spring from hiding and assault your target. If you have the ability to move and attack multiple times, do so. Otherwise, set yourself up to inflict as much damage as possible. If your target is lightly armored and you have achieved surprise, you might be able to end this battle right here. More likely, however, you're going to start with your best assault and follow up next round.

Example (Babau Assassin): Spring from hiding and use sneak attack on your surprised opponent. While this is tricky in the heat of combat, you should be striking after a successful Hide check, or possibly into darkness. If any of your "allies" remain to distract your target, you could gain a flanking bonus.

Because you can cause sneak attack damage, it is important that your strike hit home. However, if possible, still try to use your Power Attack feat. You have had the opportunity to use *dispel magic* and size up your opponent, so you should know the odds. If you think you can afford to shift your entire base attack bonus into damage for this assault, do so.

Round 4—Decide Quickly: Was your attack devastating? Is your opponent reeling from the surprise assault? Or did all your plans come to naught and now you're alone amid enemies? If the latter is true, you need to change the rules again and possibly do something few demons would ever do this early in a conflict—retreat and regroup. Still, you are a demon, so use chaos to your advantage. Powerful spell-like abilities can help you cause more confusion on the battlefield here, but don't engage in a long combat, exchanging blows with an entire party of characters. You're here for a mission, so make sure you fulfill it.

Example (Babau Assassin): Your target still lives. If you did hurt the character significantly, keep at it. You have your protective slime to damage your foes' weapons, and hopefully they can't all swarm you at once. If you're lucky enough to flank your target, go at it again, and this time, don't worry as much about using Power Attack. You have three melee attacks, and if you make all three from a flanking position, that's three sneak attack attempts. Your target shouldn't survive that.

Round 5 and Beyond—Assassin, Not Brawler: Because you spent a few rounds setting up your strike, you might find yourself entering round five with a living foe. Don't be discouraged, but don't be stupid either. If you give your foe's allies an opportunity to swarm you, that won't help. Use your movement abilities to either stick close to your target for follow up attacks, or to remove yourself to a safe position. As mentioned in round four, you aren't here to fight the PCs—you're here to kill someone. Do it and escape, or at least set yourself up for a future assault.

Example (Babau Assassin): If you don't think you can kill your target this round, you should consider using *greater teleport* to retreat to a nearby position. If possible, move somewhere you can still hear, and possibly see, your opponents. You want to sneak up on them again, probably as they mop up the rest of their foes or recover from the battle. If you can catch them unawares, you might still complete your mission. Use your telepathy to listen in on their plans as well, or possibly communicate with any remaining "allies" you have. They might not be pleased with you, but they are grunts sent by the master, so they will fear you.

Assassins in the Campaign

When the PCs reach the point in an adventure when one or more powerful foes know they're coming, a good DM allows his villains to become proactive. Assassin demons represent a serious investment by a villain. Since few demons possess the temperament of true Assassins, a villain must have extraordinary resources to employ one or more of these foul creatures. Setting up a good Assassin encounter challenges the characters and lets them know that their foes aren't just going to sit back and let someone defeat their villainous schemes.

Assassin encounters can also initiate adventure. Perhaps a character isn't the target of an Assassin demon. If the PCs find themselves in the company of (or charged with protecting) an NPC, they might take it personally when that person is assassinated. The Assassin encounter described above works especially well if the PCs engage their foes without thought of protecting their NPC charge, and the Assassin fiend slips

SIX TRUTHS ABOUT DEMONS

While all demons are different, with their own goals, strategies, and powers, a few characteristics are common to almost all of these Abyssal fiends.

1. Demons are very intelligent. With few exceptions (the dretch being first and foremost), most demons have better than average Intelligence and Wisdom scores, not to mention impressive Charisma scores.

2. Demons have more abilities than they need. Most fiends have more supernatural and special abilities than they will use in a typical combat, and many of these abilities are "at will." For example, a marilith that doesn't spend six seconds every so often using *magic weapon* on its longswords deserves what it gets when the adventurers pop out from behind the tapestry.

3. Where there's one demon, there's usually more. Yes, demons are chaotic and selfish, but they do have social skills . . . of a sort. If a lone hezrou finds itself stuck on the Material Plane, it can always summon help from home. Demons (particularly non-tanar'ri) that can't summon other fiends are usually more pack-oriented or work with nondemons. True, the lone quasit might flit about a dungeon looking for trouble, but it probably knows where to run if adventurers catch it at its mischief.

4. Running away is not only smart, it can also be fun. Demons love bloodshed, but they also revel in pain and suffering. Fiends often have many ways of escaping encounters that become too dangerous. In fact, it's a wonder that nalfeshnee even have feet, what with their greater teleport ability. On occasion, fiends can also see greater profit (or at least, more amusement) in leaving a fight while the outcome is still in doubt. Don't worry; they will usually return, though.

5. Demons are "odd job" specialists. Few demons are one-trick ponies. Nearly all have a variety of skills and enough evil cunning to allow them to exploit any situation to their advantage. Unreliable servant, disloyal henchman, whim-driven master—a demon can fulfill all these roles, sometimes at the same time.

6. The Abyss calls to them. First and foremost, demons exist to spread chaos and evil—the nature of the Abyss. If demons expect to be on the Material Plane for long, they will often either find places reminiscent of their chaotic homes or create them. Fiends like to open portals to the Abyss—not only for reinforcements, but to expand the influence of chaos and evil throughout the planes.

in and dispatches its target before they can do anything. Assassins in adventures don't just kill—they challenge the characters to think more carefully about their actions.

Assassin fiends don't work as well with other demons because of their differences in chaotic philosophy. However, disciplined Overlord demons do employ them, and a Manipulator might occasionally work with an Assassin fiend. Corruptors view the Assassins' tactics as wasted opportunity, while Assassins liken the Corruptors' methods to playing with your food. In particular, Brutes and Assassins do not work well together. While the Brute likes to have extra firepower around, and Assassins love the potential for distraction or flanking bonuses, they dislike each other's way of fighting. Brutes think Assassins are too cautious and deliberate (which they equate with "cowardly"), while Assassins feel Brutes are shortsighted grunts unable to recognize the chaos caused by a single murder.

Battling an Assassin

One of the most challenging foes any group of characters will face, an Assassin fiend presents them with a unique set of problems. The Assassin demon comes looking for trouble (as most demons do), but doesn't simply present itself as a foe ready to die for its cause. By the time the PCs know they're fighting an Assassin, it might be too late for strategy to be of any use. However, outsmarting or outmaneuvering an Assassin demon can be even more rewarding than simply hacking apart an evil foe.

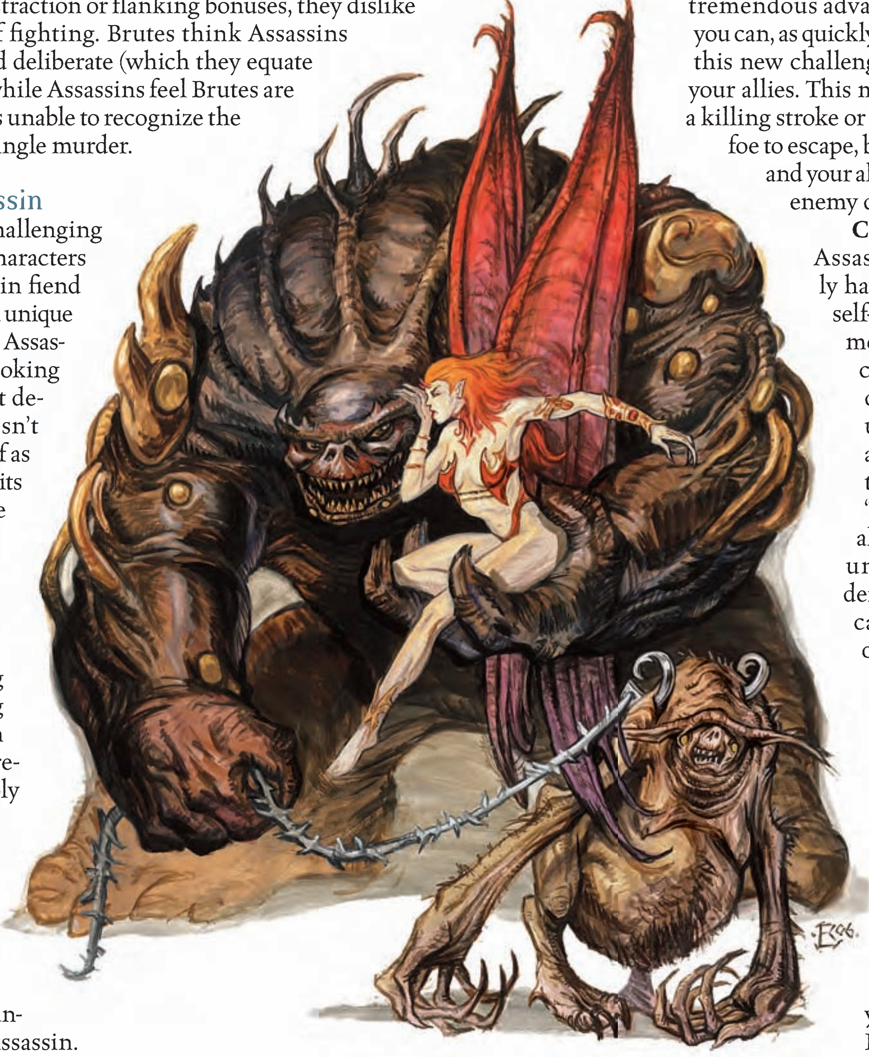
A party that uses the following general battle strategies will be more likely to survive an encounter with a demon Assassin.

Recognize Traps: Whenever a conflict (either a fight or some other challenge) seems too easy, you're being perceptive, not paranoid. If confronted by foes unable to seriously challenge you, or a task beneath your abilities (possibly something as simple or cliché as moving a fallen log out of the road), expect a trap. On the many occasions you're wrong, you will at least stay in practice. On the one occasion you're right, you will save your skin. Use discipline and careful, back-covering tactics even when fighting easy opponents. Save your firepower for the real trouble ahead.

The Buddy System: Whenever you go into a combat against creatures that can teleport, turn invisible, summon others of their kind, or employ a host of other dangerous, unpredictable abilities, use communication to avoid untenable situations. If you can see and talk to at least one other member of your party, and that person is within a single move of your position, you're in decent shape. The more you can expand your "buddy" network, the more difficult it is for an Assassin (or anyone else) to pick you off. When your mission includes protecting an NPC, double the buddy grouping, such that at least two PCs are within sight and reach of that character at all times.

Band Together: When something unexpected happens on the battlefield, particularly something that changes the terrain or makes it more difficult for you to link up with your companions, the Assassin gains a tremendous advantage. Do whatever you can, as quickly as possible, to defeat this new challenge and regroup with your allies. This might mean forgoing a killing stroke or allowing a wounded foe to escape, but it's better that you and your allies live than another enemy die.

Capture Your Foe: Assassin demons actually have some instinct for self-preservation, unlike most other fiends (except for the cowardly dretch). Granted, they usually wish to stay alive and active so they can fulfill their "contracts," but they also take pride in their unique role among demonkind. If you can capture an Assassin, or (better yet) trick it into fleeing back to its master, you might be able to learn more about your enemies. Demons seldom give anything up under interrogation, but they can be tricked, and they have little loyalty to any master beyond the Abyss itself. Fear and hate motivate demonkind, so use that to your advantage.



Demonic roles: a hezrou Overlord with a dretch in tow as a succubus Manipulator whispers in its ear

Illus. by T. Baxa

THE BRUTE

The brute's weapons of choice include physical strength and overt displays of power of any kind. A fiendish brute starts any encounter with its most damaging attack and likes to wade into combat so it can feel the pain and fear of its enemies.

All demons have some element of the brute inside them. Demons like expressions of overt power, and few shy away from direct combat when it is offered. More so than any other kind of demon, however, Brutes take demonic savagery a step farther, often sacrificing safer, more assured victories for the visceral joy of killing.

Brute demons often find themselves in the service of others—either more powerful demons (perhaps a Manipulator or an Overlord) or a powerful mortal summoner. Most summoned demons also default to the Brute role, simply because that's what their temporary masters require.

Despite their seeming simplicity, do not discount the tactics or intelligence of a Brute. Remember, most demons are intelligent. Even a Brute demon won't give up its advantages in ability and intelligence simply to inflict more direct damage. True, some demons that fit nicely into the Brute role won't have that intellect to fall back on, but don't automatically assume that "Brute = Stupid." Yes, they are . . . direct, if anything, but that doesn't necessarily mean foolish. While they might fight to the death, they generally do so only when caught up in the heat of battle.

POSSIBLE BRUTES

Here are a few examples of how well some kinds of demons align with the Brute role.

Archetypical Brutes	Interesting Brutes	Unlikely Brutes
abyssal eviscerator^{MH}	glabrezu	dybbuk*
armanite*	marilith	guecubu*
bar-lgura*	maurezhi^{FF}	lilitu*
bebilith	nalfeshnee	succubus
bulezau*	palrethee^{MM2}	
goristro*	zovvut^{MM2}	
hezrou		
rutterkin*		
vrock		

*See Chapter 2 for statistics.

Brute Combat Tactics

Be direct. Go all-out. Get your claws dirty. That's the Brute philosophy. In an encounter, a Brute demon might employ the following strategy.

Round 0—Buff Up: Before the fight, use as many spell-like or supernatural abilities to enhance yourself as possible. If you have a master or a spellcasting ally, have them cast spells such as *bull's strength*, *cat's grace*, and *bear's endurance* on you. Spells such as *displacement* or spells that raise your armor class are likewise good choices, since you're there to soak up attacks and damage. Still, spells that enhance your damage reduction or spell resistance can also help a lot.

Example (Nalfeshnee Brute): Luckily, your *unholy aura* ability makes you better able to survive attacks. Since you can use this spell-like ability at will, don't worry about the relatively short duration. Just refresh it whenever necessary.

Round 1—Fire Salvo: If you have an ability capable of dealing damage in an area, or any sort of ranged attack, use it now to blast as many of your opponents as possible. Go after the weaker or less heavily armored ones first. You aren't likely to fight them hand-to-hand, so this might be your only opportunity to hit them. Then, move into a position where you can reach as many foes as possible, even if this means giving up flanking. If you have reach, set yourself up so that you will have attacks of opportunity on spellcasters or those who might try to pass by you. You want a full attack next round, if possible. Finally, if you can, move into a position where you threaten any divine spellcasters. Clerics, and to a lesser extent, paladins, can cause you the most grief with their combination of healing abilities, smites, good-aligned spells (such as *holy aura* or *holy smite*), and *banishment* spells.

Example (Nalfeshnee Brute): Use *call lightning* on bunched-up opponents who you think will have the most trouble surviving such an attack (heavily armored foes, clerics, and arcane spellcasters usually have below average Reflex saves, for example), then rush forward to engage a cleric or other divine spellcaster. Try to keep as many enemies within your 15-foot reach as possible, forcing them to incur attacks of opportunity if they wish to maneuver. Ideally, you move to engage the same group you previously damaged with your ranged attack.

Round 2—Concentrate Attacks: Execute a full attack on one opponent, using Power Attack or any sort of "rider" attacks (such as Stunning Fist or Improved Grapple), as appropriate. Focus on the cleric of the group (or another divine spellcaster) when possible. Also, try to put yourself in position to take attacks of opportunity against other spellcasters or those who might try to help your target.

Example (Nalfeshnee Brute): If you have engaged a cleric or paladin, shift half of your base attack bonus to damage using your Power Attack feat and hope that three attacks at +13/+10/+10 result in at least one successful hit (at CR 14, you still have to roll well, but this offsets your relatively low hand-to-hand damage). Don't worry, your various tanar'ri resistances will keep you alive long enough for a few rounds of this, but don't push it longer than necessary.

Round 3—Killing Blow: This round, try to finish off the divine caster you're fighting. If another of your opponents is badly wounded, finish him off and take him out of the fight. If none of the nearby enemies looks damaged enough to take out with a single blow, you might want to incur an attack of opportunity and chase down a weaker target. This tactic not only gives you a chance of lowering your number of opponents, but can also disrupt their plan of attack.

Example (Nalfeshnee Brute): Reassess the situation and see if you need to adjust your tactics. If possible, strike a killing blow on one of your opponents, using Cleave to gain a follow-up attack on another foe. However, if you previously missed your primary opponent (or didn't wound him significantly), consider using your smite ability, possibly dazing all of your enemies. Alternatively, you could just take another full attack action. However, you might need to shift to a weaker or more wounded opponent or cut down on your use of Power Attack at this point. Either way, try to cause as much damage to a single opponent as possible.

Round 4—All or Nothing: As a demon, you likely have multiple spell-like abilities, so it might be time to show off a second attack. If the fight is going well, simply call down whatever high-damage, area-affecting ability you have, which will possibly drop another opponent and spread damage out to the rest of the characters. Then, reposition yourself to overwhelm any PCs wavering on the edge of consciousness.

If the battle is going poorly at this point, it might be time to cut and run. If you have any good exit abilities (such as *greater teleport*), you don't need to flee outright, though. You want to leave the characters hurt, so implement an attack that allows you to set up an escape.

Example (Nalfeshnee Brute): If you haven't used smite already, use it now. This sets you up for a retreat, if one is necessary, while giving you enough time to take a few more shots at a weakened opponent. Your ultimate goal is to take down that paladin (or fighter) you began fighting in round 2, but don't keep beating on a wall you can't break through.

Round 5 and Beyond—Fighting Retreat: If your battle goes on this long, now is the time to pull out all the stops. Any 1/day special damaging abilities, tricky combat maneuvers, or other ways to hurt (not just kill, hurt) the PCS is fair game. If you haven't knocked out the toughest opponent yet, you're probably impatient for a kill, so target the weakest-looking character or an obvious healer and blast away with whatever you have left. True, you generally like to use your physical attacks, but right now, it's time to kill. Wait until the last moment to escape, possibly using *greater teleport* or some other escape strategy when reduced to fewer than 10% of your hit points.

Example (Nalfeshnee Brute): As a nalfeshnee Brute, Improved Bull Rush is your ultimate escape tactic. Yes, *greater teleport* would remove you more certainly, but this way, you can take someone with you. On your action, bull rush an opponent (hopefully over a cliff or into a dangerous or at least precarious terrain position) and move into the open. Now, in subsequent rounds, you can use *call lightning* to attack faraway targets or *greater teleport* to escape.

Brutes in the Campaign

Brutes make great adventure fodder. True, a single, powerful Brute can be a good session-ending encounter, but Brutes can also be encountered at less critical times. Powerful villains often send Brutes out to rampage, raid, cause havoc, and damage opponents. Usually, their activities serve as a prelude to conflict. Brutes also serve as bodyguards for other fiends (usually Manipulators and Overlords) and are the antithesis of Assassins and Corruptors.

Battling a Brute

From a PC's perspective, Brutes represent basic demon philosophy (chaos, damage, and rage) and present themselves as relatively straightforward encounters. However, that doesn't make defeating them any easier. In order to survive combat with a deadly Brute, characters should employ the following tactics.

Wolf Pack: Often, PCs line themselves up and attempt to take on foes in a very orderly fashion, protecting the weakest party members and using their heavily armored "tanks" to absorb blows. Brutes look at this as an invitation to focus on one or two party members after blasting everyone with area attacks (if they have them). Instead, surround a Brute and do as much damage to it as possible as quickly as possible. This sounds very basic, but the Brute is more likely to engage physically for a longer period of time than most other demons. Using the wolf pack tactic can turn a relatively healthy demon into a smoldering corpse before it can change tactics.

Stick and Move: The Brute wants to go toe-to-toe with a powerful foe, and you want to deny the Brute what it wants. Instead, use attacks and maneuvers that force the Brute to move and give up its full attack option. This tactic frustrates the Brute, and while it can prompt the demon into using powerful magical attacks, it still throws the Brute off its game.

Taunt and Humiliate: Whenever you have a Brute at a disadvantage, attempt to enrage it, enticing it to stay in combat longer than it should and perhaps reveal what it knows about its master's plans. Again, demons aren't stupid (usually), so even a mere Brute might know something valuable. When taunted, an angry Brute might very well rant back at its foes.

One final note: When confronting a particularly intelligent or savage Brute that is seemingly unconcerned for its own safety, suspect a summoner. A summoned fiend has no fear, since it knows it will return to the Abyss unharmed, no matter what happens. In this case, a successful *dispel magic* (or *greater dispel magic*) can end the encounter immediately. However, with a summoner in the picture, you might face many, many more Brutes before the end of the adventure.

THE CORRUPTOR

Power corrupts, and fiends enjoy corruption. The Abyss reaches out through Corruptor demons to twist mortals and the Material Plane into mirror images of itself. The Corruptor does not revel in overt destruction, but in lasting decay.

The Corruptor subtly brings the Abyss to the Material Plane. While it does employ temptation and lures beings into its influence with offers of favors and service, the Corruptor's chaotic evil nature keeps it from living up to all of its long-term bargains. While demons are known for impulsiveness, as ageless creatures, Corruptors have learned to look at least a short time into the future, recognizing that a little patience now might pay off with more chaos later.

Corruptors usually set up a base of operations somewhere on the Material Plane, finding or creating lairs reminiscent of their home plane. Indeed, Corruptor demons seek to corrupt more than just living creatures. They endeavor to change the Material Plane, and all other planes, into reflections or extensions of the Abyss. A haunted castle, a bottomless well, a labyrinthine maze of caverns hidden in a nearby hillside—any of these places could be home to a demonic Corruptor.

Corruptor demons do venture out into the open, but they use disguises and possession (the ultimate demon weapon) to collect souls and change the land to benefit their masters. No other demon serves the Abyss's goals so directly while using such a seemingly nondemonic strategy.

Possible Corruptors

Here are a few examples of how well some kinds of demons align with the Corruptor role.

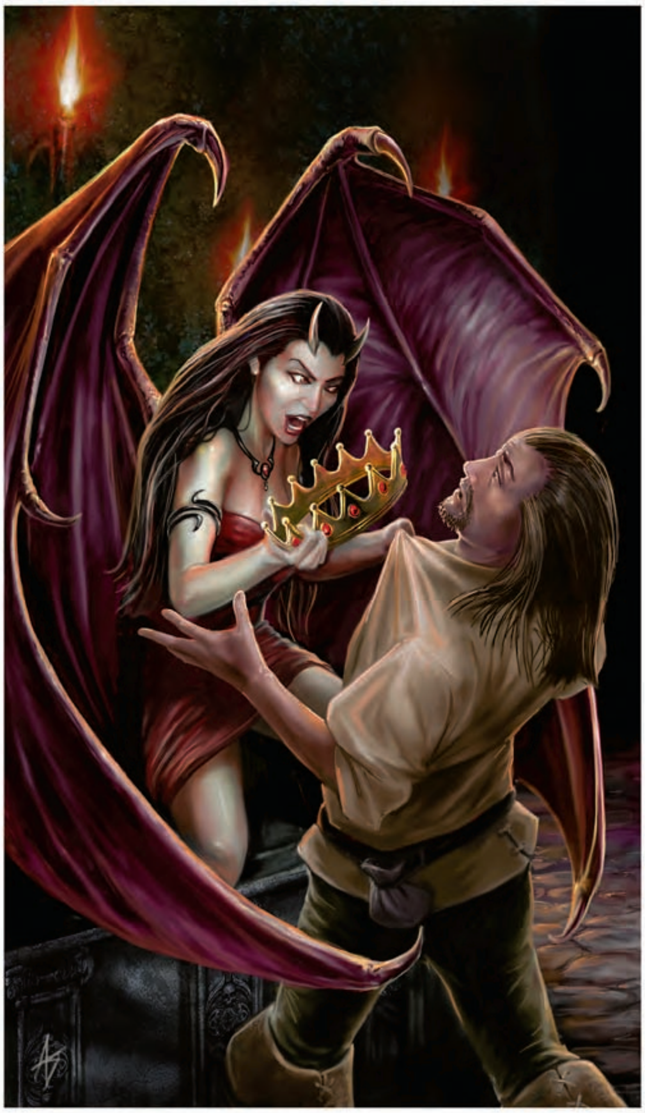
Archetypical Corruptors	Interesting Corruptors	Unlikely Corruptors
glabrezu	chasme*	armanite*
guecubu*	dybbuk*	babau
nabassu (juvenile)*	lilitu*	ekolid*
succubus	marilith	mane*
	nalfeshnee	

*See Chapter 2 for statistics.

Corruptor Combat Tactics

As a Corruptor, you might face combat at the beginning or end of any . . . relationship. You aren't a devil, so you don't use word play or contractual tricks to snare your victims. You use force—the offer, the promise, the threat, and the application. Your goal is generally to manipulate others into serving your cause, willingly or unwillingly. As such, you usually don't want to kill your enemy. You might want to make him beg, but you don't want to kill him.

Single Out Your Opponent: Corruptors set up lairs on the Material Plane for several reasons, but none are more important than gaining the home field advantage. Use your knowledge of the dwelling you have prepared to lure in foes, separate them, and confront them separately. Minions, traps, and even simple terrain features make this remarkably easy. When you isolate a character, then you can bargain, threaten,



When a Corruptor makes an offer to a mortal, it may be too late to refuse

or simply converse. Some useful skills in this endeavor are Hide, Move Silently, and Disable Device.

Plant the Seed: Once you get one of your opponents alone, you can use one of many different tactics to begin the process of corrupting your new minion.

Show Off: Make it obvious that anyone who attempts to fight you or refuses your offers of "help" faces only frustration, terror, and death. As a demon, you have special abilities and resistances your mortal victim can't hope to emulate. Kill unimportant victims in sight of your target, showing that you mean business. Some useful skills in this endeavor are Bluff, Sense Motive, and Intimidate.

Terrify Your Target: A devil might appear in a pleasing form, and a few of the best Corruptors (such as the succubus) can do this as well. However, you are a creature of power. At some point during the negotiations, you need to put the fear of chaos into your victim's soul. Make it quite apparent that while he might gain access to demonic powers and abilities, he should be terrified of crossing you. Demonstrating your abilities can help with this, and using your considerable Intelligence to decide what frightens your lowly target is essential. Some useful skills in this endeavor could be Intimidate, Diplomacy, and Sense Motive.

Negotiation: Once you have separated and primed your target, move on to the negotiation. Remember, the best way to lure someone into your service is to make him feel like he's getting something valuable in return. Here are a couple of ways to accomplish that.

Provide Immediate Benefits: Nothing cements a good demonic bargain better than a few "free samples," some of which can be good—and some of which can be very, very bad. If you feel you can tempt your victim with promises of power, let him try out whatever you're offering. If he has an affinity for strength, chaos, and evil, this can cement the bargain. Otherwise, providing a little negative reinforcement might be worthwhile. Show how you can use the powers you offer to destroy innocents (perhaps one or two of your victim's friends). Some useful skills in this endeavor could be Intimidate, Bluff, and Sense Motive.

Offer Something the Victim Wants: If you're bargaining to spare the mortal's miserable life, this is easy, but some Corruptors have difficulty determining exactly what mortals will trade for their souls and service. Before you begin the negotiation, have a few things ready. If you wish to offer your personal services, show the mortal an easy way to summon or call you. You can always modify the rules later (perhaps requiring human sacrifice or other suitably evil acts), as your relationship solidifies. Have a few magic items on hand as well. If they contain demonic curses or evil spirits, so much the better. Some useful skills in this endeavor could be Diplomacy, Sense Motive, and Sleight of Hand.

Corruptors in the Campaign

Corruptors don't simply show up at someone's doorstep, offering the planes on a silver platter. A demonic Corruptor plans ahead, often observing a target for weeks or months before springing its trap. Sometimes, Corruptors work together, pursuing multiple targets, perhaps ones that are close friends. If they can tempt more than one person at the same time (especially if this eventually puts the mortals at cross purposes), this makes the ensuing chaos even sweeter.

Additionally, Corruptors frequently rely on powers not commonly employed by other demons, such as possession. In fact, while PCs sometimes find themselves the direct targets of Corruptor fiends, more likely adventures include those where the characters have to prevent a Corruptor from taking over another individual or even a whole community or region.

Possession is a powerful tool for Corruptors. Unlike other demons, they commonly begin an encounter by offering to possess a weakened, desperate, or power-hungry individual. By offering to become a known rider or mutterer (see Demonic Possession, page 21), the demon gives the mortal some of its power in exchange for a very subtle link to the Material Plane. The demon undoubtedly plans on eventually establishing more control over the possessed mortal, but it seldom tells its victim that up front.

Object possession also makes for an excellent Corruptor tool. A Corruptor could possess an innocuous object (or even a dangerous one) and observe intended victims while they remain unaware of its presence. Some fiendishly clever Corruptors have been known to possess magic items (possibly pretending to be intelligent swords or rings), and gullible PCs often accept them at face value.

Illus. by A. Stokes

THE MANIPULATOR

Always looking for an opportunity, the Manipulator uses sweet words and gifts when claws and fangs won't work. The power behind the throne, the figure behind the curtain, the whisper in the dark—the Manipulator enjoys being second in command until it can take unquestioned control.

Few demons make good Manipulators, since chaos does not inspire careful planning and patience. Still, those that do follow this path follow it well. Manipulator fiends often subsume their pride in deference to their schemes, often disguising themselves (either physically or simply in motive) and letting others think they run the show. While no demon likes to hide its power, the Manipulator often tries, allowing other demons or mere mortals to order it around and even abuse it while awaiting its chance to strike. The Manipulator supplies power, support, and advice, allowing its "allies" to take the risks. When the time is right, the Manipulator demon jumps in, often steering the action in a frighteningly different direction than its unknowing supporters could have anticipated.

That said, Manipulators are still demons, so don't expect extreme levels of patience and subtlety. Yes, like Corruptors, they are among the most intelligent and most patient of the chaotic evil crowd, but this goes only so far. Demons like immediate gratification, and many a planner has abandoned its schemes for the immediate offer of blood and souls. As a result, most Manipulators put themselves in situations where they can directly participate in the chaos and destruction of their schemes—but they take lesser roles, hoping to disguise their true nature or powers until the end.

POSSIBLE MANIPULATORS

Here are a few examples of how well some kinds of demons align with the Manipulator role.

Archetypical Manipulators	Interesting Manipulators	Unlikely Manipulators
dybbuk*	babau	abyssal
lilitu*	chasme*	eviscerator^{MH}
nabassu (juvenile)*	glabrezu	balor
	mane*	bulezau*
succubus	marilith	
	rutterkin*	

*See Chapter 2 for statistics.

Manipulator Combat Tactics

As a Manipulator demon, avoid being the central figure in combat. Participate as necessary, but try to remain in the background. If possible, subtly appear to be on more than one side and end up with the winners. Since encounters with Manipulator demons aren't best expressed in combat terms, use the following general advice when running a fight involving a fiendish Manipulator.

Appear Marginally Competent: Friends and foes alike should see you as a noncombatant and dismiss you out of hand. Still, you don't want to appear too useless—no one wants an ally that can't defend itself—but if you appear relatively nonthreatening, you can slip away or toward the protection of the winning side at the appropriate time. Some useful skills in this endeavor might be Bluff, Sense Motive, and Disguise.

Don't Appear Too Eager: It's difficult for a demon to shy away from the deliciously chaotic nature of combat. Most demons lose control when they enter a battlefield—all that blood, screaming, and death. However, as a Manipulator, you have to avoid battlefield heroics, appearing to be an unwilling participant. Some useful skills in this endeavor might be Bluff, Diplomacy, and Hide.

Let Others Fight for You: Cajole, taunt, or advise your allies to defend you and your interests. When possible, work to keep both sides guessing about where your true loyalties lie. This might be dangerous later on, but if things work out, you could defeat your enemies and weaken your rivals. If a situation threatens to get out of your control, don't be afraid to pull back the cloak a little and show off your true power to weaker allies. Some useful skills in this endeavor might be Intimidate and Bluff.

If All Else Fails, Sneak Attack: While you might not actually have a rogue's sneak attack ability, when you feel things aren't going well—or perhaps, when it finally seems time to bring your plan to fruition—spring your trap. Do everything you can to convince your most dangerous enemy that you're harmless, you aren't a foe, or you just want to be left alone. Then, betray him with the most devastating attack you can muster. Don't rely on your natural abilities to do the job; set up a situation where you can attack your foe, push him off a cliff, and drop a 16-ton weight on his head. Make him think you're on his side right up until that moment. Some useful skills in this endeavor might be Bluff, Move Silently, and Hide.

Have a Handy Escape Route: Make sure you can get out of any combat faster than you got into it. Even if this damages your reputation with your "allies," it's more important for the Manipulator to escape and deceive another day. This often means giving up full attack actions, since you want to attack and move (when you have to attack at all). For this reason, *teleport* is always a Manipulator demon's best friend.

Manipulators in the Campaign

One of the most entertaining demonic roles, the Manipulator can be friend, foe, ally, and enemy—all at once. A talented Manipulator demon uses magic and mundane abilities to deceive and maneuver PCs and villains alike, setting up a series of events designed to serve its interests and, since it is a demon, hurt others as much as possible. Manipulator demons like working with others and often take on several roles in an adventure, disguising themselves appropriately. Whenever possible, the fiend sets itself up as both best friend and worst enemy to the characters, using its role as confidant to either side to betray both.

The following adventure example shows how a Manipulator demon (specifically, a succubus) might employ its talents toward achieving fiendish ends.

Adventure Hook: The Helpful Friend

The PCs come to a village and find chaos among the peasants. Several members of the community have disappeared—men, women, and children. One family has been particularly devastated; a woman's husband, children, and father have all disappeared, one by one. She pleads for the PCs to help her.

Very few of the villagers have any abilities to help seek out their lost neighbors in the wilderness. One woman, however, is a bard, and she reveals to the PCs that she has passed through the village many times and heard many tales about the surrounding area and the people within. She tells the characters of all the petty jealousies and local legends she has heard over the years, as well as her suspicions regarding this information. She pays particular attention to the devastated woman, though carefully making excuses for anything bad she's heard about the woman, her farm, or her family. If anything, she protests that the woman, whose entire family has disappeared, is the most innocent person in the village and the one least deserving of this tragedy.

The bard, of course, is a Manipulator succubus. By playing the role of traveling loremaster and friend, she puts herself in a position to "assist" the PCs and steer their attention toward her own ends. She hopes to use them to reawaken suspicion and bad feeling among the villagers, stir up trouble in the wilderness, and perhaps bring a little bit of chaos to a once peaceful locale. Also, by singling out a particular victim for special protection, the succubus gives credence to her role as friend to the village. When the characters investigate and find that the woman really is a paragon of virtue, the succubus appears good by association.

As the investigations proceed, the succubus can take on other roles using her shapechanging abilities, luring the PCs down paths that lead to monsters, curses, and other dangers. She tries to grow close to one or more of the characters as well, hoping to set herself up for a liaison common to her kind. If she can enthrall one or more of the PCs, she can use them to take over the village and plunge the whole region into chaos.

The succubus's high Bluff, Diplomacy, and Disguise skills make it easy for her to assume multiple roles in the village and pass herself off as both friend and monster. *Suggestion* and *detect thoughts* also make it difficult for the PCs to pin her down or catch her in a lie. Though she avoids combat when she can, the succubus might slake a little bloodlust by summoning a vrock to stir up trouble.

Unfortunately for the succubus, her lusts likely prove her undoing. A majority of the town's disappearances can be traced directly to her energy drain appetites, and no matter how careful she is, her chaotic nature will make it hard for her not to display her trophies. Drained corpses and partially drained victims eventually appear, so the PCs might soon realize that their problems are not outside the village, but within.

THE OVERLORD

An Overlord occupies and controls. It commands troops, summons reinforcements, and dispatches foes with skill and finesse. The Overlord fiend masters its impulses for direct chaos and destruction, recognizing that it can more effectively sow dissention, distrust, entropy, and evil by bending others to its will.

A demon makes a mercurial Overlord. Its love of chaos and absolute commitment to evil make it difficult for a demon to engender any sort of loyalty. However, by offering vast rewards and following up on those promises (mostly), Overlords attract mortals and other creatures that normally refuse to serve such dangerous leaders. True, a demon might sacrifice its minions for amusement or in the execution of a bizarre, nonsensical plan, but a servant that curries its Overlord's favor can gain vast, disproportionate rewards as well.

Like Corruptors, Overlords enjoy staking out territory, aping demon princes in their need to dominate locations as well as servants. When a fiend takes over a place on the Material Plane, it could become an Overlord, attracting followers and shaping its new home into an image of the Abyss.

POSSIBLE OVERLORDS

The ultimate demon Overlord has always been the balor, but adventurers are more likely to encounter a number of hezrou demons acting as Abyssal sergeants before they ever confront one of those nightmarish beings. A hezrou knows how to organize underlings. On the Material Plane, it often uses its above-average intellect and impressive size to recruit less intelligent mortal followers, such as hill giants, trolls, and ogres.

Here are a few additional examples of how well some kinds of demons align with the Overlord role.

Archetypical Overlords	**Interesting Overlords**	**Unlikely Overlords**
balor	ekolid*	dretch
hezrou	glabrezu	babau
klurichir[FF]	lilitu*	jovoc[MM2]
marilith	nabassu (mature)*	mane*
molydeus*	nalfeshnee	rutterkin*
sibriex*	succubus	zovvut[MM2]
yochlol*		

*See Chapter 2 for statistics.

Overlord Combat Tactics

As an Overlord, plan ahead. Take tactical advantage. Spend your allies and servants like resources—cleverly, but with no remorse. Lead by example, but remain free to escape. Disrupt your opponents and finish off the weak. Overlords see battles as giant chess matches—matches where they can flip over the board and ruin their opponent's game at any time. With that in mind, an Overlord demon might employ the following strategy in an encounter.

Round 0—Assemble Minions: Surround yourself with minions. Call in the guard, bring in corrupt servants, and use any abilities you have to summon more creatures to your side. An Overlord is an Overlord only when it has minions to direct. If possible, use spells or tactical choices to position yourself where you can see the battle, but where it is difficult for the opponent to engage you immediately.

Example (Hezrou Overlord): Use round 0 to organize your followers with simple commands; then, try to summon more dretches. If you are successful, use these low-level minions to clog up entry and exit points, especially those that lead to your preplanned terrain advantages. The dretches won't deal much damage to your foes, but the demon fodder can steer your foes toward your traps and distract them from your more powerful minions.

Round 1—Acquire Targets: Unlike other generals, an Overlord demon wants to engage in battle, so by this time you're probably eager to enter the fight. However, it's best if you can resist these urges for a while longer. First, direct your troops, assess the threat, and use either a long-range offensive spell or a defensive spell that will muddle the fight for your foes. Invariably, you want to single out your counterpart in the rival forces (their leader), so you can destroy or overwhelm him while enjoying the battle. Still, if you can divert the enemy leader's attention away from yourself at the same time, so much the better.

Example (Hezrou Overlord): If your minions obey your commands, they should be swarming all over the enemy by now, hopefully forcing the characters to deal with many disparate conflicts at once. While your *blasphemy* ability probably seems tempting at this point, it might be wiser to launch a slightly less dangerous attack (such as *unholy blight*) to see how the party responds. A character who takes charge or obviously resists this attack better than the others should catch your attention. Meanwhile, keep using those minions to separate the party and move them around on the battlefield.

Round 2—Outmaneuver Foes: While your minions continue to harass the party's leader or its most mobile members, focus on controlling the battlefield and countering your foes' strengths. Since you usually fight on a field of your own choosing, now is the time to spring any traps or summon any hidden reinforcements you had waiting. Use these surprises to cut off the characters and restrict their movements. A foe that can't move, can't fight (at least not well). By now, you have almost certainly identified the roles of the different party members and can focus on countering their special skills—thwarting spellcasters in the act of casting spells, rogues in their attempts to sneak attack, and monks trying to maneuver around the battlefield. Remember, you don't have to do all these things by yourself; you have minions to help.

Example (*Hezrou Overlord*): At this point, you hope your enemies are fighting several different battles at once. Your minions fall to their swords and spells everywhere, but at least they have served a purpose. Either use this round to position yourself for a devastating entrance to the melee, or strike the leader of the opposing force with *blasphemy* or *call lightning* and move into a protected position. Don't let your foes engage you directly if you can help it.

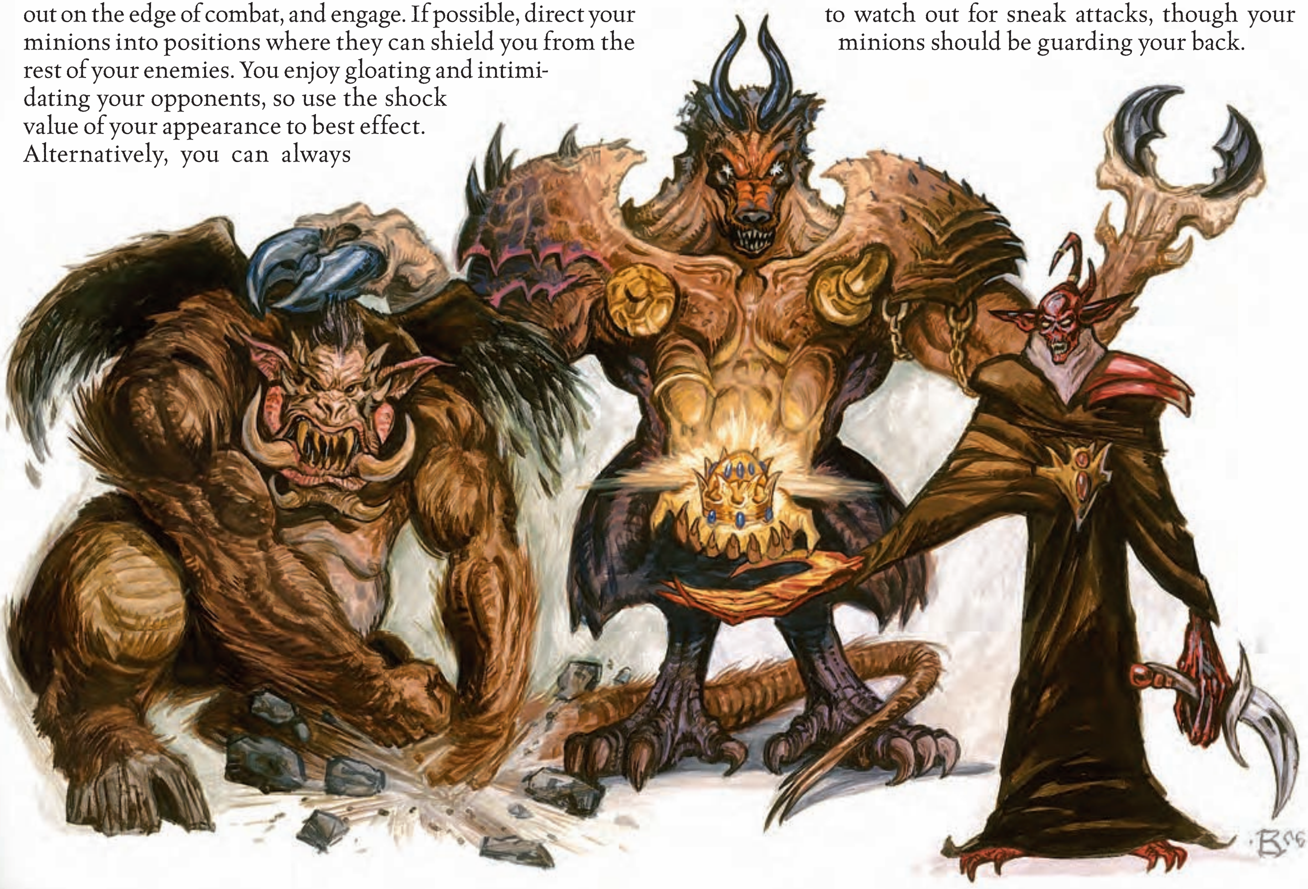
Round 3—Chaos Takes Over: You have been patient long enough; it's probably time to take a more active hand. If your opponents are winning, wade in and even the odds. If your troops are ascendant, join the slaughter. But don't forget: You are a general first, a warrior second. Find an opponent that seems to be giving your troops difficulty, or one out on the edge of combat, and engage. If possible, direct your minions into positions where they can shield you from the rest of your enemies. You enjoy gloating and intimidating your opponents, so use the shock value of your appearance to best effect. Alternatively, you can always immediately eviscerate an opponent to announce your presence. It's all a matter of preference.

Example (*Hezrou Overlord*): As a hezrou Overlord, you live for this round of combat. After successfully commanding your troops and separating one or more of your opponents from the pack, you have the opportunity for a particularly devastating attack. Open up this round with *blasphemy* on one foe at the edge of the fight, then move in between that opponent and his nearest ally, ideally close enough to hit both of them with your stench. With luck, you find yourself in single combat with a sickened opponent and an equally sickened enemy nearby. Your minions should either break off their nearby fights and maneuver to protect you from any counterattacks, or they should do what they can to keep faraway enemies busy.

Round 4—Killing Stroke: Use your favorable position to eliminate an enemy you have already cut off from aid, positioning your minions to block or absorb rescue attempts by remaining foes. In this round, you function much like a Brute, although you are employing this tactic not only for maximum cruelty, but also to set up victory for yourself and your minions. If you can kill or capture an opponent at this point, you might consider withdrawing, even if you currently have the advantage. Either way, continue having your minions swarm your remaining foes to keep them busy.

Example (*Hezrou Overlord*): A full attack on your sickened opponent might not finish it off (though you can use Power Attack to boost your damage), but it might. Use Improved Grapple to your double advantage. Your AC doesn't go down when you grab an opponent, and ranged attacks now have a chance of hitting your grappled enemy. If there are any rogues or assassins among your foes, you need to watch out for sneak attacks, though your minions should be guarding your back.

Illus. by T. Baxa



Demonic roles (left to right): the Brute, the Corruptor, the Assassin

Round 5 and Beyond—Assess and Act: Overlord battles often run to 5 or more rounds, simply because you fight more deliberately than most other kinds of demons (plus, you never fight alone). If you have killed or captured a foe, you might use later rounds to escape, using your demonic abilities to take prisoners or even corpses along with you. You definitely know the benefit of escaping while the opportunity presents itself.

However, if you find yourself in a situation where you can't—or simply won't—retreat, figure out ways to gain reinforcements. If this is your last stand, you want as many minions around as possible. Even if you can't bring forth powerful minions, simply try to clog up the battlefield with fodder. In subsequent rounds, use every method at your disposal to kill your enemy's leader (or perceived leader). Now is when you really start to fight like a Brute, possibly taking risks even a Brute wouldn't find worthwhile. As an Overlord, you might fight to the death if doing so seems preferable to losing.

Example (Hezrou Overlord): If you have managed to down one or two opponents, grab one and use *greater teleport* to leave the immediate area. If the fight's going well, taking a round or two off to hide a future hostage or slave won't hurt. If things aren't working out the way you planned, this could be a good time to escape. The only exception to this situation is if you have your back against a wall (such as when you're fighting in your own lair and have no other retreat). In the latter case, you had better start using *gaseous form* to move into a hiding place where you can deploy *blasphemy, chaos hammer,* and *unholy blight* until these annoying enemies die or retreat. It galls you to admit it, but building a big cave with a few tiny air holes in it might save you from any opponents you underestimate.

Overlords in the Campaign

Usually, Overlords play the role of "boss" during an adventure. Even if the Overlord is not the ultimate villain, it is at least a local general causing chaos and destruction. Overlords can also be sergeants or lieutenants of evil, using their tactics and their strategic knowledge to serve greater powers. Overlords serve other demons or mortals only slightly less often than Brutes.

The best Overlords crop up multiple times in an adventure, using stronger and stronger minions to harass and "test" the adventurers, mocking them and taunting them at every occasion. These fiends stand between the characters and their goal, and unlike many foes, they usually know what the PCs are after. Overlords encountered in the beginning of an adventure often fast-forward through the sample tactics presented here, skipping to the "vengeful escape" and leaving with less frustration at first, but with growing rancor as the PCs continue to overcome its forces.

Overlords almost always have their own sanctums, usually constructed in the image of their home plane—chaotic and dangerous. Uneven terrain, dangerous pools of lava, and stinking gasses mark their lairs. Demon Overlords love living on the Material Plane because they can cause all kinds of havoc using their minions, their powers, and their connection to the Abyss.

Overlords work well with Brutes and often command Assassins, but they dislike the complicated plots of Manipulators and Corruptors. An Overlord working for a Manipulator probably harbors resentment over this philosophical disparity, which clever characters might be able exploit. Naturally, Overlords often follow other Overlords, but like fiends everywhere, they gladly look for opportunities to advance their own power.

Battling an Overlord

Overlords make for exciting opponents, but sometime the greatest success the PCs can hope for is simply surviving. The characters must also decide quickly whether a battle with an Overlord is a climax or merely a prelude, or they could end up on the short end of a rather sharp stick. To survive combat with a deadly Overlord, the PCs should consider employing the following tactics.

Stick Together: Standing side by side often invites area attacks, so this tactic can sometimes bring disaster. However, when confronted by the Overlord's numerous minions, you need to keep your demonic foes from dictating your position and movement. Look for opportunities to knock down individual opponents and resist spreading out on the battlefield or allowing your team to be pushed apart. If you can draw the Overlord out using these tactics, you stand a better chance against it as a group than you do separately.

Follow the Leader: Once you identify the Overlord, try to separate it from the protection of its minions or its tactical position. This could mean an outright retreat, or a dangerous trap exposing one of your party members. Cut the fiend off in any way possible. Spells such as *silence* can be quite potent in this regard, and nothing frustrates an Overlord more than not being able to direct its minions. If you force an Overlord to quit the battlefield earlier than it chooses, you have won at least a partial victory.

Don't Let It Escape: Notorious for effective smash-and-grab tactics, the Overlord wants to divide the party's attention. If it can force you to try to rescue an ally—even a fallen one—it will, since that means you will be paying less attention to the rest of the battle. When an ally is badly wounded or separated from the rest of the party, try serving as a shield to keep the Overlord or its minions from finishing the job or abducting him.

Exploit Its Weaknesses: While Overlords might sound very organized and tactical, they are still demons. You can't beat them by defeating their minions and hoping they will pull out before they incur too many losses. They don't care if every one of their servants dies. However, you can embarrass them. If you turn an ambush back on an Overlord, or make use of its own terrain advantage, it might grow flustered and retreat, or even lose its head and attack. Either way, you can put it off its strategy, which is always good.

DEMONIC POSSESSION

Sometimes a fiend with at least 4 Hit Dice and a Charisma score of at least 13 has the supernatural ability to shuck its physical form and take on an incorporeal one that enables it to possess other creatures—or even objects. Its incorporeal form has the immunities normal to that creature subtype (see *Monster Manual III* 214 for details). When such a fiend possesses a creature or object, even force effects no longer affect it. Only certain spells and abilities can affect a possessing fiend (see Exorcism, page 26, for details). Any other sort of attack—magical or otherwise—directed against the fiend affects the possessed creature or object instead.

While a fiend is in incorporeal form, its corporeal body (assuming it has one) lies senseless, as if in a state of suspended animation. The body does not require food or air, but direct damage or exposure to an extreme environment can kill it. A fiend can roam incorporeally as long as it desires, but it dies if its body is destroyed. If a fiend's body is attacked or moved while it is in this state, the fiend becomes immediately aware of the tampering and can return to its body as a free action. Furthermore, successfully casting *dispel magic* (or a similar effect) on its body forces it to return instantly to that vessel. The caster level for a fiend's possession ability is equal to its Hit Dice. A fiend with this ability has a Challenge Rating 2 higher than standard fiends of its kind. For example, a succubus with the possession ability is CR 9 rather than CR 7.

A fiend can only move about in its incorporeal state on the plane where its body lies in stasis and the Ethereal Plane. Thus, a demon using this ability while its body is on a layer of the Abyss cannot possess a creature on the Material Plane.

A fiend in this incorporeal form that moves around on its body's plane has no access to its normal suite of abilities. It has its normal hit points and saving throw bonuses, but it lacks its extraordinary, supernatural, and spell-like abilities. It does retain its normal suite of melee attacks, but they are made as melee touch attacks, and it does not add its normal Strength bonus on damage rolls (since it has no Strength score while incorporeal). While incorporeal on the Ethereal Plane, it has its full range of special attacks and special qualities, attacks normally, and deals full normal damage. If a fiend's incorporeal form is destroyed, the creature's physical form remains in its comalike state for one week while its incorporeal essence reforms. After that time, it either awakens and can resume a normal physical existence, or it can launch its incorporeal form back onto the Ethereal Plane to seek out yet another host body.

A fiend with the possession ability can move between its body's plane and the Ethereal Plane as often as it likes as a free action. Once a fiend is on the Ethereal Plane, it floats through the world insubstantially, seeking a target to possess. If it moves to a plane other than the Ethereal Plane in this form, it is visible, but appears as a ghostly duplicate of its normal physical form. Making a possession attempt is a supernatural ability that the fiend can use at will as a standard action. If a victim successfully resists a possession attempt, it is aware that some outside entity forcibly attempted to gain control of its body, but not the source of the attack.

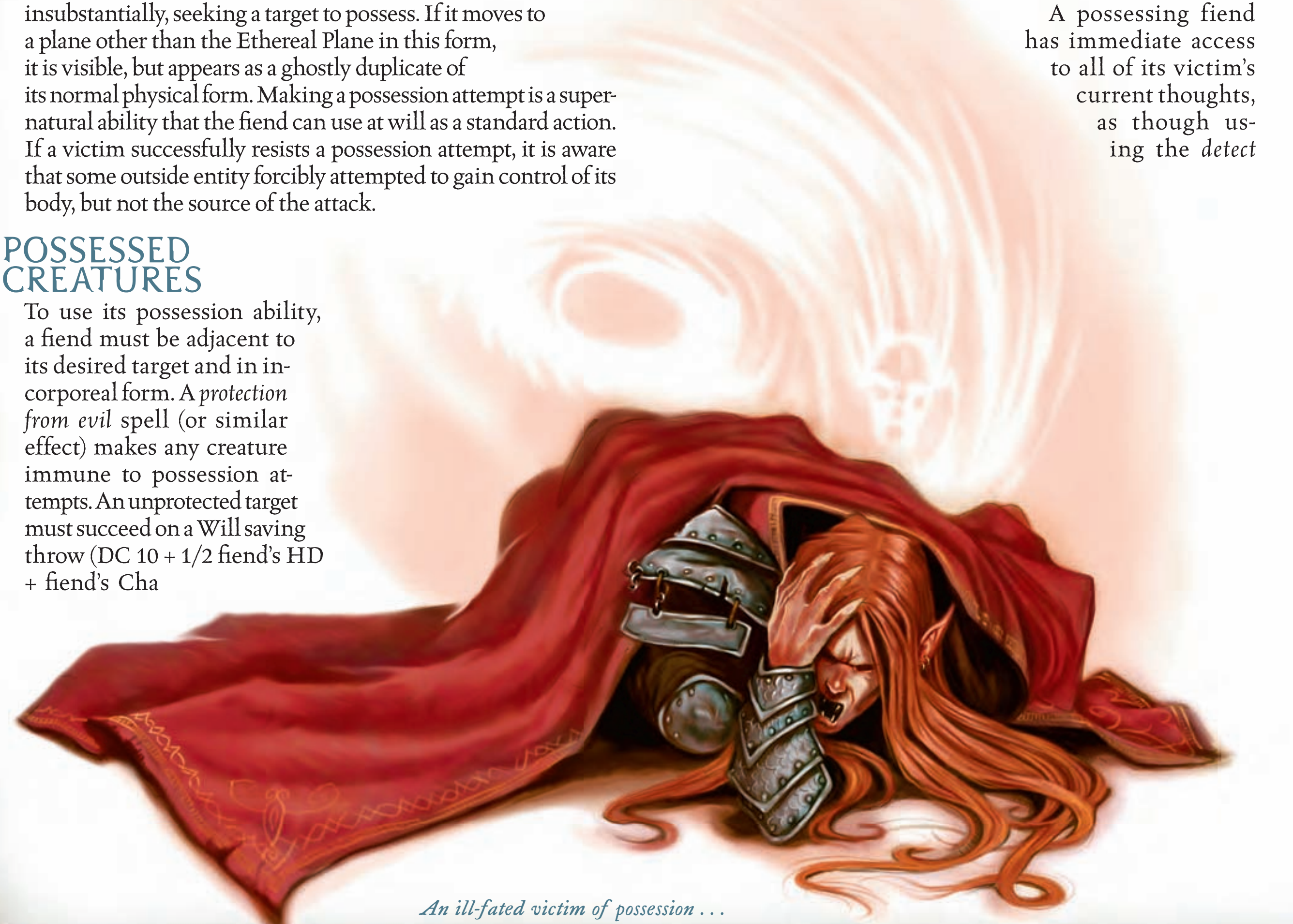
POSSESSED CREATURES

To use its possession ability, a fiend must be adjacent to its desired target and in incorporeal form. A *protection from evil* spell (or similar effect) makes any creature immune to possession attempts. An unprotected target must succeed on a Will saving throw (DC 10 + 1/2 fiend's HD + fiend's Cha modifier) to avoid possession. An evil target takes a –2 circumstance penalty on this saving throw, and a target that is actually committing an evil act at the time of the attempt takes a –4 circumstance penalty. The DM can roll the saving throw secretly to prevent a player from knowing whether or not his character has become possessed. Once a creature makes a successful save against possession, that fiend cannot attempt to possess that creature again for 24 hours. On a failed save, the victim is possessed.

A fiend in possession of a body becomes part of the victim. It is aware of what is going on around the creature whose body it possesses and can see and hear as well as its victim can. A possessing fiend can, at any time, speak mentally to the creature it possesses in a language that creature can understand, although if the victim isn't very intelligent, its comprehension might be limited.

A creature possessed by a fiend doesn't always know that it is possessed. Furthermore, a fiend can attempt to hide its presence within the possessed creature, so that it can pass through a *magic circle against evil*, enter a *forbiddance*-warded church, or escape detection by a *detect* spell or effect. To hide its presence, the fiend must succeed on a special "mental" Hide check using its Intelligence modifier rather than its Dexterity modifier. The DC for this check is 10 + level of the spell from which it wishes to hide + spellcaster's relevant ability modifier (just like the saving throw DC of a spell). The fiend gains a +4 circumstance bonus on its Hide check if it is not currently controlling the victim.

A possessing fiend has immediate access to all of its victim's current thoughts, as though using the *detect*



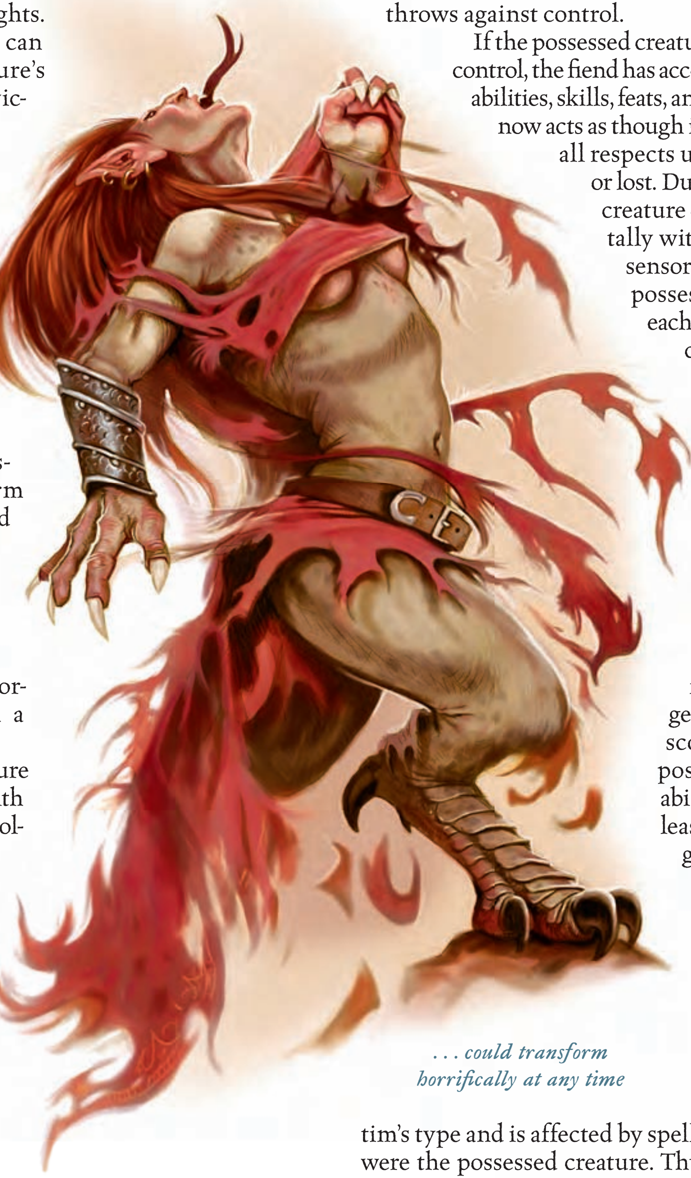
An ill-fated victim of possession . . .

Illus. by W. O'Connor

thoughts spell, except that it automatically reads surface thoughts. If desired, a possessing fiend can probe the possessed creature's memories as well, but the victim is allowed a Will save (DC 10 + 1/2 fiend's HD + fiend's Cha modifier) against this effect. If the save is successful, the victim keeps the fiend out of his thoughts for 24 hours. Whether the save succeeds or fails, probing memories automatically reveals the fiend's presence to the victim.

Physical harm to the possessed creature does not harm the fiend. Killing the possessed victim forces the fiend's incorporeal form back onto the Ethereal Plane, but it is unharmed and can attempt a new possession whenever it desires. Not even other inorporeal creatures can harm a possessing fiend.

A fiend possessing a creature can take any one of six roles with respect to its victim: ally, controller, enemy, mutterer, rider, or transformer. The fiend can switch from one role to another as a free action.



. . . could transform horrifically at any time

Ally: If the victim is aware of the possessing fiend and willing to serve as its host, the fiend can grant a +4 profane bonus to any one of the possessed creature's ability scores. This bonus is granted at the conclusion of a bargaining period between the fiend and the possessed creature (they can communicate telepathically with each other). The fiend is in control of this bonus and can take it away as a free action if the possessed creature fails to act in a desired manner. If the possessed creature continues to disobey the fiend's instructions, the fiend can go from ally to controller or from ally to enemy as a free action.

Controller: In the most feared form of possession, a fiend can take a standard action to attempt direct control over its victim's actions. The victim must succeed on a Will saving throw every round (DC 10 + 1/2 fiend's HD + fiend's Cha modifier + 1 for each previous failed save against control that day) to avoid losing control of its own body.

A successful save indicates that the victim has resisted the fiend, but the fiend can make another control attempt in the next round. A creature struggling against control is staggered (*DMG* 301) and can take only a single action in a round (either a move action or standard action). If the possessed creature makes three consecutive successful saving throws, the possessing fiend can make no further attempts to control it for 24 hours. However, the fiend still possesses the creature, regardless of the success or failure of any saving throws against control.

If the possessed creature fails the Will save against control, the fiend has access to all the creature's senses, abilities, skills, feats, and spell knowledge. The fiend now acts as though it is the possessed creature in all respects until control is relinquished or lost. During this time, the possessed creature can still communicate mentally with the fiend and receives all sensory input normally, unless the possessor takes a standard action each round to block the possessed creature's access to its senses. If the fiend wishes, it can cause the victim to lose consciousness as a standard action (no save). This condition persists as long as the fiend remains in control or until it chooses to return the victim to consciousness (a standard action).

While in control, the fiend uses its own Intelligence, Wisdom, and Charisma scores, but it adopts all the possessed creature's physical ability scores. If a fiend with at least 9 Hit Dice and an Intelligence score of 15 or higher can maintain control for at least 10 rounds per day for seven consecutive days, it can also draw upon the possessed creature's spell-like abilities and use them at the same caster level as the possessed creature did. The fiend retains the victim's type and is affected by spells and effects as if it actually were the possessed creature. Thus, a demon-possessed wolf is subject to spells that affect animals, even though it is more intelligent than a normal wolf.

The possessing fiend automatically maintains control of its victim for a number of rounds equal to 1/2 fiend's HD + fiend's Cha modifier + 1 for each time the fiend has controlled this specific creature before. When the fiend's control lapses, it can attempt to reassert control if it chooses.

Fiends often choose weak-willed creatures, such as golems and other constructs, for their possession attempts. A construct can make a Will save just like any other creature to avoid possession, but it is likely that a possessing fiend can take and retain control because most constructs have poor Will save modifiers. A fiend possessing a construct can aid it as described in the ally entry (see above) but must relinquish direct control to do so, allowing the construct to revert to its prior programming.

Enemy: The opposite of an ally, this sort of possessor is a serious hindrance to its victim. The possessing fiend usually takes this role after failing to control its victim, or when the victim has made it angry by failing to follow its directives while it was acting as an ally. The possessing fiend can impose a –4 profane

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penalty to any one of the victim's ability scores. The fiend is in control of this bonus and can take it away as a free action. Typically, it removes the penalty after working out an agreement with the possessed creature through telepathic negotiations, and it might thereafter revert to an ally (a free action).

Mutterer: A mutterer enjoys planting barely perceived whispers in its victim's mind in an attempt to influence her actions and, with luck, drive her insane. A mutterer has the same characteristics as a rider (see below), except that every so often, the mutterer cajoles, criticizes, warns, or otherwise influences its host. These "mutterings" don't always come in the form of words. Sometimes the demon passes on whatever strong, negative emotion it is experiencing to the victim, causing its host to feel frightened, anxious, angry, or sad without knowing why.

Whenever a character possessed by a mutterer is alone or under extreme stress, the demon might strike (DM's option). The character receives emotions, advice, or other "mutterings" and might feel the desire to act on them or try to "get them out of his head." A character plagued by a mutterer must succeed on a Will saving throw (DC 10 + 1/2 fiend's HD + fiend's Cha modifier). Failure means the victim must either perform a specific action in response to the demon's mutterings (DM's option) or spend a round befuddled, as if under the effect of a *confusion* spell. A successful save leaves the victim in control of its mind and actions but does not automatically tip the demon's hand—the host might still have no idea that it is possessed.

Mutterers often drive their hosts insane, or at least give them the appearance of insanity because they have a difficult time not talking back to the voices in their heads. Creatures playing host to mutterers often appear agitated or exhausted (since some mutterers deprive their hosts of sleep), and many actually develop physical tics.

Rider: Much of the time, a possessing fiend simply rides along with its victim, giving no clue as to its presence. The fiend might combine riding with hiding to get into an area protected by *forbiddance* or slip past a *magic circle against evil* near a target it could not otherwise approach. A fiend in the role of rider might eventually decide to take on the role of ally or controller instead. Doing so makes its presence known to the victim, although a victim with a low Intelligence score might not understand what is happening to it.

Transformer: This demon wants to use its host to gain a foothold on the Material Plane. To that end, it utilizes its considerable power to transform all or part of any creature it possesses into its own demonic shape. This process usually takes considerable time and effort on the part of the demon, but the overall effect is devastating.

A transformer demon can attempt only one change per day, and that change can never encompass more than one-quarter of the host's body. Whenever it makes such an attempt, the host must succeed on a Fortitude saving throw (DC 10 + 1/2 fiend's HD + fiend's Con modifier) to resist the change. Failure indicates that some part of the host's body transforms, either becoming identical to the corresponding portion of the possessing demon's normal form or gaining some sort of fiendish physical characteristic (see the Fiendish Characteristics sidebar). Whether the initial save succeeds or fails, the host must immediately attempt a Will saving throw (DC 10 + 1/2 fiend's HD + fiend's Cha modifier). Success means that she can communicate this transformation (or attempted transformation) to others, and the demon cannot stop her from doing so in any way. Failure means the host attempts to conceal the transformation for as long as possible.

Complete transformation takes at least four days (one for each quarter of the host's body). Once a victim has been completely transformed, the demon has essentially taken the host's place. At that point, the demon has access to all the powers and abilities it normally possesses. The victim is trapped within the demon—effectively functioning as a "rider" in the demon's body—and can neither communicate nor exercise any power.

Transformer demons seldom, if ever, leave their host bodies willingly. Killing a transformer demon slays the host but frees its soul for the purpose of a *resurrection* or *raise dead* spell. A transformer demon cannot be banished once it has fully changed its host, but it can still be exorcised. If the fiend is forced out of the host's body by any means, the victim must attempt a Fortitude saving throw (DC 10 + 1/2 fiend's HD + fiend's Cha modifier). Success frees the character of the demon and returns her body to normal; failure means the victim dies of shock but can be *raised* normally.

Some demon cults consider voluntary transformation a religious rite. In such cases, cultists possessed by transformer demons willingly fail saving throws to resist transformation. As is their nature, however, transformer demons often use full transformation as a "reward" for the cultists offering themselves for sacrifice.

Using the Levels of Possession

Possessed NPCs can present an entertaining challenge for the characters, but running possessed PCs makes life difficult for the Dungeon Master. However, this situation can be rewarding, as long as the DM allows the player a certain amount of control. The following tips might help.

Allies and PCs: Only a rare PC can form an alliance with her possessor and still retain a nonevil alignment. Still, an unwary or desperate PC might try to bargain with a possessing demon. If a deal is struck, the demon should continue to prompt the character to perform more and more evil acts until she either rebels or becomes completely evil (usually becoming an NPC).

Controllers and PCs: In general, this sort of possession should be limited to NPCs, since it takes the game out of a player's hands. However, if the DM has reason to suppose that the characters can fight the demon off or the affected PC can resist control on a regular basis, this arrangement can make an intriguing storyline. If possible, allow the player to run the character even while he is possessed, but be careful—few players can truly act chaotic evil with respect to their own parties and still ensure that everyone enjoys the game. On the positive side, a PC/controller relationship can be used to end a demonic possession in a climactic way.

Enemies and PCs: The enemy fiend works well as a possessor of PCs. This creature makes life difficult for its victim but does not really prevent her from doing whatever she desires. A player willing to roleplay this situation can add drama to the game for some time (although not indefinitely). Furthermore, an enemy possessor can become an ally (and vice versa) if necessary.

Mutterers and PCs: As DM, you might want to pass notes to the affected player or even apply secret modifiers (usually +2 or –2) to the character's d20 rolls to reflect the mutterer's growing influence over the character. If you know that the player in question can handle the intricacies of playing a possessed character, you might want to let him in on the secret early and keep the truth from the rest of the players for a while.

Riders and PCs: If the PC has reason to suspect the demon's presence, you might wish to give the player clues occasionally. Otherwise, its presence should remain a secret. Make sure the rider attempts to hide from the PCs whenever necessary.

Transformers and PCs: This situation is quite difficult to run, but it offers a great deal of drama. The affected PC usually gains some interesting—if horrific—benefits and might be forced to hide the affliction from others. In addition, she might have to deal with the possibility of a horrible death in a short period of time. When a transformer possesses a PC, all the characters should undergo a rollercoaster ride of situations and emotions as they race against the possessing demon's attempts to transform and permanently inhabit their friend.

POSSESSED OBJECTS

A fiend can possess a magical or mundane object of at least Tiny size but no larger than Huge. An item that is held, worn, or carried by a character uses its owner's Will saving throw modifier to resist possession. An unattended magic item gains a saving throw as if a spell were being cast upon it. In either of these cases, the Will save DC is 10 + 1/2 fiend's HD + fiend's Cha modifier. A possession attempt automatically succeeds against an unattended, nonmagical item.

A fiend that successfully possesses an object becomes a part of that object. While so joined, the fiend can see and hear to a distance of 60 feet from the object, but it can't use darkvision or blindsight, even if it ordinarily has these abilities. It remains vulnerable to spells that affect outsiders, extraplanar creatures, or evil creatures (such as *holy word* and *holy smite*), as well as mind-affecting spells and abilities. Physical attacks and most spells (such as *fireball*) don't affect the fiend, though they might affect the object. Damaging the object does not harm the possessing fiend, and if the object is destroyed, the fiend simply assumes its incorporeal form and can choose a new host object or creature.

A fiend can attempt to hide its presence within a possessed object in order to pass through barriers, such as a *magic circle against evil* or a *forbiddance* effect, or to escape detection by means of spells such as *detect evil*. To determine its success, use the same rules as you would for a fiend hiding in a creature. If the spell in question ordinarily detects or targets only creatures, the fiend gains a +8 circumstance bonus on its Hide check because it is within an object.

A fiend can also possess a quantity of substance that has no fixed shape (such as a pool of water or a dust cloud) or is part of a larger object (such as a section of wall). The maximum amount of substance that a fiend can possess in this manner is an area or a volume no larger than 10 feet on a side.

A fiend might choose to possess an item as the first step toward possessing a character. The possessing fiend gets a bonus on attempts to possess a creature that carries, holds, or wears an item that it already possesses. For each consecutive day the possessed item was worn, held, or carried by the target before the possession attempt, the DC for the target's Will save increases by 1 (maximum increase +10).

A fiend possessing an object can take one of four roles with respect to its victim: controller, corrupter, enhancer, or watcher. These roles are defined below. The fiend can switch from one to another as a free action.

Controller: The possessing fiend can control the movement of any object with moving parts, such as a wagon, clock, or crossbow. For example, a possessing fiend can make a wagon steer toward a pedestrian on a street or roll out of a stable with no horse pulling it, cause a clock to run slow (or even backward), or make a crossbow cock and fire (but not aim or load itself). Possessed objects with wheels or legs cannot move faster than the fiend could move in its corporeal form.

A possessing fiend with at least 10 Hit Dice and a Charisma score of 17 can force even an object with no moving parts (such as a table or a statue) to animate. The possessed object functions as an animated object (*MM* 13). However, no fiend can control an animated object that has a Challenge Rating higher than its own.

Corrupter: A fiend in the role of corrupter causes the object it possesses to radiate an evil aura of a magnitude equal to its own (see the *detect evil* spell description, *PH* 218–219). Nothing about the object's appearance suggests that it is possessed. Anyone touching the possessed object must succeed on a Will save (DC 10 + 1/2 fiend's HD + fiend's Cha modifier) or be affected as if by a *bestow curse* spell (caster level equals the fiend's Hit Dice). However, the subject does not necessarily know he is cursed or that the effect came from the item. The curse lasts until removed with *break enchantment, limited wish, miracle, remove curse,* or *wish,* even if the fiend vacates the possessed object. A particularly crafty corrupter fiend might possess a small fountain to bestow its curse on anyone who touches or drinks the water. Similarly, a corrupter might possess a patch of ground, thereby delivering the curse to anyone who walks over it.

Enhancer: In the role of enhancer, a fiend can enhance a Tiny or larger weapon or suit of armor as if it were magic simply by possessing it. The fiend can duplicate magic item

FIENDISH CHARACTERISTICS

When a character gains demonic characteristics—either from possession by a transformer demon or by some other means—certain mechanical benefits or drawbacks might come with his altered limbs. The exact mechanics are up to the DM, but the following table provides a few suggestions.

A character might gain a benefit and no drawback, or a drawback and no benefit, or both a benefit and a drawback (provided that they don't conflict) from a single transformation. Various combinations of effects are recommended for multiple transformations. PCs should not aspire to possession by a transformer demon, since such a creature can kill them fairly easily, given time. But the acquisition of benefits and drawbacks can make the fight against transformation that much more interesting.

Affected Body Part	Benefit	Drawback
Claw/arm/hand	Unarmed damage bonus	Loss of fine manipulation ability
All upper limbs	Strength bonus	Loss of fine manipulation ability
Torso	Natural armor bonus	Resistant to healing
Legs/lower body parts	Speed bonus	Speed penalty
Head	One spell-like ability	Charisma penalty

powers worth 2,000 gp per Hit Die it possesses. For example, a hezrou (9 HD) could possess a longsword and bestow up to 18,000 gp worth of powers on it, causing it to function as a *+3 longsword*, a *+1 unholy longsword*, or any other magic longsword whose combined properties are valued at up to 18,000 gp. A fiend possessing a suit of magic armor or a magic weapon can increase the item's powers by the same gold piece value. Beginning on page 216, the *Dungeon Master's Guide* gives prices for various enhancements.

The fiend is in control of the powers it bestows upon the item, and it can take them away as a free action if the creature using the item does not act in a manner that the fiend favors. The object loses all powers bestowed by the possession when the fiend leaves it.

Despite the fiend's ability to duplicate the abilities of magic items, a nonmagical possessed item doesn't actually become magical. *Detect magic* does not reveal an aura, but *detect evil* does. In addition, smart characters might notice that the possessed item behaves strangely or has an unusual appearance. For example, a magic weapon that isn't of masterwork quality is a tip-off that its power stems from an unusual source. In addition, a character who succeeds on a DC 25 Search check while examining the item notes some peculiar feature about it.

Watcher: A possessing fiend in the role of watcher can see and hear out to 120 feet as long as the possessed object remains stationary.

Intelligent Items and Demonic Possession

Demons sometimes possess intelligent magic items, but more often, they simply masquerade as intelligent items. Few tricks make a demon happier than allowing a paladin to think she's just discovered a magic, intelligent sword that she can use to fight evil, then watching her face when she later discovers that her weapon is the home of a creature she has sworn to fight.

A demon possessing a magic item has control over the magic of the item and can turn it on or off at will. The demon might also be able to provide additional enhancements for the item as an enhancer, or even use some of its own powers through the object.

Exorcism

Possessing demons are tricky creatures. They know they occupy a position both secure and vulnerable while possessing a creature or object. However, their chaotic nature makes discovery almost a forgone conclusion given time, so most demons rarely grow too comfortable in any host's body. Once discovered, those who can deal with such matters are inevitably summoned, and rather than go gently, most demons would fight attempts to drive them from a prized host. Removing an unwilling demon from a creature or object can be accomplished in but a few ways. Some individuals specialize in such matters. The sacred exorcists (see page 56 of *Complete Divine*) are quite accomplished at driving possessing fiends from their hosts. Unfortunately, these individuals are constantly seeking new signs of possession at the behest of their churches, and far too few of them exist to help as many possession victims as tend to crop up.

That said, spellcasters have a few weapons at their disposal to help deal with these unruly fiends. A few spells, in particular, come in handy when a possessed creature or object is encountered.

Banishment, *dismissal*, *dispel chaos*, and *dispel evil* can all drive a demon from its host's body. In these cases, despite a lack of line of effect, the caster can force a possessing fiend to succeed on a Will save. If it fails, it is not necessarily forced back to its home plane, however. Instead, the incorporeal form of the possessing fiend is driven out of the host and back to the fiend's own body. A fiend driven out in this method can immediately attempt to find its former host however, so this method typically requires a quick *protection from evil* spell cast on the former victim to prevent repossession.

If *protection from evil* is cast on a possessed creature before a demon is driven out, it suppresses the fiend's ability to influence its host for the duration of the spell—the fiend is essentially unable to do anything except leave the host. This is often enough of a solution to drive a demon from the host's body. Many lack the patience to wait even the short amount of time it takes for the spell to wear off.

In addition, the *exorcism* spell, found on page 92 of this book, specifically allows a cleric or paladin to drive an offending fiend from a host's body. While the spell is far more specialized than those spells previously mentioned, its focus makes it probably the best tool of the job (short of finding a sacred exorcist).

WHAT YOU KNOW ABOUT POSSESSION

Characters with ranks in Knowledge (religion) and Knowledge (the planes) can attempt skill checks to determine what they know about possession. When a character makes a successful skill check, read or paraphrase the following, including the information from lower DCs.

DC 10: Fiends can possess creatures and force them to do their will. The motivations of these possessing fiends is as varied as the demons themselves. Evil creatures are more susceptible to possession, but no one is really safe.

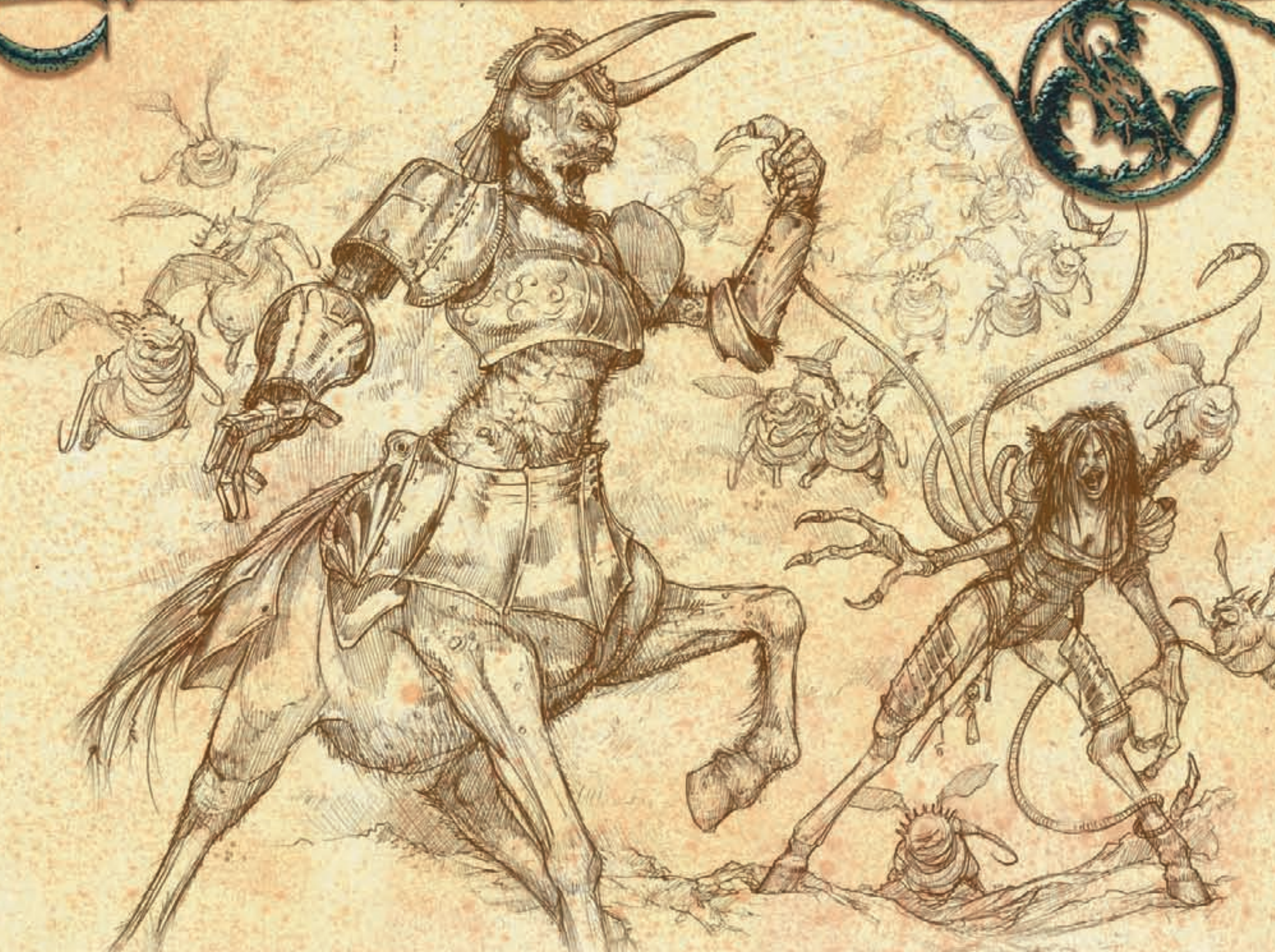
DC 15: Fiends can also possess objects, although they usually do so to get to people. When a fiend possesses you, it can use you as a puppet, but sometimes it just lurks in your body, whispering dark ideas or waiting for the right moment to take control.

DC 20: Fiends that have possessed you still have a body, but they keep it hidden away somewhere safe. The part of the fiend that possesses someone is a sort of apparition version of the demon. Some fiends can warp your body when they possess you, eventually twisting you into their own physical form and permanently taking over your body.

DC 25: The apparition version of a possessing fiend is incorporeal and able to move to and from the Ethereal Plane as it pleases. While moving about incorporeally, a fiend's body is vulnerable to attack, if you can find it.

DC 30: If you can trap a possessing fiend's incorporeal body outside the host, you can destroy it, although you need the same kind of magic and weapons to do so as you would if fighting a ghost or shadow. If you attack the fiend's body, it can instantly return to its corporeal form, although this means it has to leave its possessed victim.

DC 40: A fiend's body while in its incorporeal state must be on the plane of the creature it possesses. So if your neighbor is possessed, the demon's body is somewhere on the Material Plane. If you destroy a demon's incorporeal, possessing form, the demon goes into a coma for as long as a week, and its body is completely vulnerable during this time.


Illus. by A. Swekel

The demons described in this chapter are considered some of the most commonly encountered kinds and have been documented over time by multiple researchers, particularly in such dubious works as the *Black Scrolls of Ahm*. Nearly all the demons in this chapter belong to one of three subtypes, described below.

LOUMARA SUBTYPE

The loumaras represent an emergent demonic subtype and are fairly recent additions to the Abyss. Even so, they have plagued the Material Plane for ages. These demons rise from the fragmenting dreams of dead gods found in the Dreaming Gulf (layer 230), spreading out into the surrounding Abyss like a stain or slipping into the Material Plane through tiny tears in reality. Their indistinct nature and lack of physical forms has resulted in obscurity on the Material Plane, yet their taint in the mortal realm is far greater than most would imagine. Only two kinds of loumaras have thus far manifested with any regularity: the corpse-haunting dybbuks and the murderous guecubus.

Loumara Traits: A loumara has the following traits (unless otherwise noted in a creature's entry).

—Immunity to acid, electricity, and fire.

—Resistance to cold 10.

—Incorporeal: All loumaras have the incorporeal subtype when not possessing a physical body.

—Possession (Su): All loumaras can possess physical objects or creatures (see Demonic Possession, page 21). The exact kind of object or creature a specific loumara can possess is noted in the creature's description.

—Telepathy.

OBYRITH SUBTYPE

The strange and horrific obyriths are primeval demons from eons past. They wrought chaos and evil upon the multiverse before the advent of intelligent life on the Material Plane. Their forms are hideous to behold, rarely if ever incorporating elements possessed by mortal creatures. Obyriths dwell only in the most remote corners of the Abyss. Their kind has been in decline since the rise of the tanar'ri in the Abyss, although a few tenacious examples continue to make their presence known on key layers.

Obyrith Traits: An obyrith has the following traits (unless otherwise noted in a creature's entry).

—Immunity to poison and mind-affecting spells and abilities.

—Resistance to acid 10, cold 10, electricity 10, and fire 10.

—Fast Healing: All obyriths have fast healing (*DMG* 293); the exact amount is indicated in the specific creature's entry.

—Form of Madness (Sp): Obyriths appear in forms so noxious and horrific that those within 60 feet of an obyrith who observe it are subject to madness. When a creature first encounters an obyrith, it must attempt a Will save (DC 10 + 1/2 the obyrith's HD +

Illus. by C. Critchlow

the obyrith's Cha modifier). Failure indicates that the victim is afflicted with some permanent form of madness or insanity. The kind of malady and its duration depends on the obyrith. A creature that makes a saving throw against an obyrith's form of madness is immune to that particular effect for 24 hours. Blindness is no protection against an obyrith's form of madness—their presence is an affront to all five senses. This is a mind-affecting ability. Chaotic evil outsiders are immune to an obyrith's form of madness. The insanity caused by an obyrith's form of madness ability is permanent in most cases, but can be removed by *greater restoration*, *heal*, *limited wish*, *miracle*, or *wish*.

—True Seeing (Su): An obyrith is under the constant effect of *true seeing*. This effect cannot be dispelled.

—Telepathy.

TANAR'RI SUBTYPE

Most demons encountered outside of the Abyss are tanar'ri. The most populous of the demon subtypes, the tanar'ri form the largest and most diverse group of demons. They are the unchallenged masters of the Abyss at this time. The first tanar'ri were forged from the souls of the first humanoids drawn to the Abyss. Most tanar'ri incorporate humanoid features into their forms as a result of their close ties to the mortal realm.

Tanar'ri Traits: A tanar'ri has the following traits (unless otherwise noted in a creature's entry).

—Immunity to electricity and poison.

—Resistance to acid 10, cold 10, and fire 10.

—Summon (Sp): Tanar'ri share the ability to summon others of their kind (the success chance and kind of tanar'ri summoned are noted in each monster description). Between their arrogance and disdain for owing favors to one another, however, tanar'ri are often reluctant to use this power until they are in obvious peril.

—Telepathy.

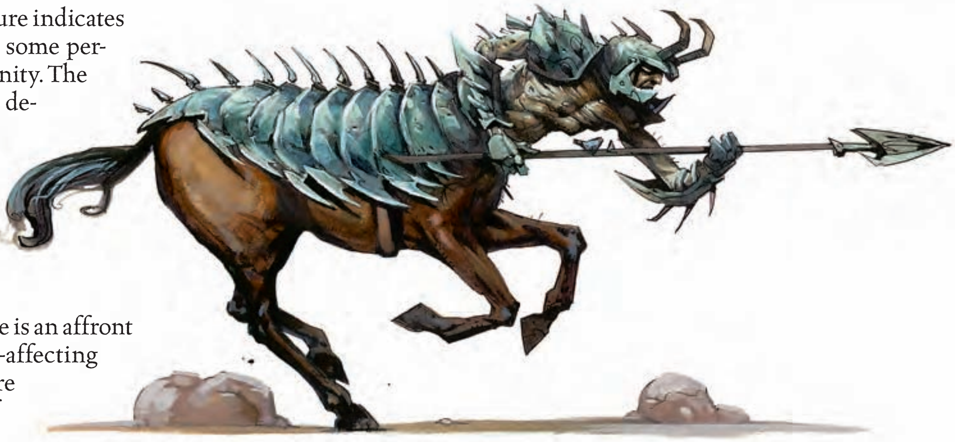
ARMANITE

This creature has the lower body of a muscular horse and the torso, arms, and head of a sickly human. Its flesh is pale and festers with sores. Heavy horns protrude from its brow, and it wears an intricate suit of full plate armor. Patches of bristly hair protrude from chinks in its armor.

ARMANITE CR 7

Always CE Large outsider (chaotic, evil, extraplanar, tanar'ri)
Init +0; **Senses** darkvision 60 ft.; Listen +13, Spot +13
Language Abyssal; telepathy 100 ft.

AC 23, touch 9, flat-footed 23
(–1 size, +8 armor, +6 natural)
hp 85 (9 HD); **DR** 10/cold iron or good
Immune electricity, poison
Resist acid 10, cold 10, fire 10; **SR** 18
Fort +11, **Ref** +6, **Will** +7



Armanite

Speed 40 ft. in plate armor (8 squares), base speed 60 ft.; Run, air walk
Melee mwk lance +14/+9 (2d6+7/×3) and hooves +8 (1d6+2) or
Melee mwk heavy flail +14/+9 (2d8+7/19–20) and hooves +8 (1d6+2)
Ranged composite longbow +9/+4 (1d8+6/×3 plus 1d6 electricity [plus 2d10 electricity on a critical hit])
Space 10 ft.; **Reach** 5 ft. (10 ft. with lance)
Base Atk +9; **Grp** +18
Atk Options Improved Bull Rush, Power Attack, cavalry charge, sparkbolt
Special Actions *summon tanar'ri*

Abilities Str 20, Dex 11, Con 20, Int 8, Wis 12, Cha 13
SQ tanar'ri traits (see above)
Feats Improved Bull Rush, Power Attack, Run, Track
Skills Intimidate +13, Jump +17, Listen +13, Search +11, Spot +13, Survival +13, Tumble +8
Advancement 10–15 HD (Large); 16–27 HD (Huge); see text
Possessions full plate, masterwork lance, masterwork heavy flail, composite longbow (+5 Str bonus) with 20 arrows

Air Walk (Su) An armanite can use air walk, as the spell of the same name, for up to 1 hour per day. This time need not be consecutive.

Cavalry Charge (Ex) An armanite is considered to be mounted for determining the effects of charge attacks with lances. An armanite gains a +4 bonus on attack rolls when charging with a lance and does not take a penalty to its Armor Class as a result of its charge.

Sparkbolt (Su) An armanite can charge arrows it shoots from any bow with electrical energy at will. Arrows fired by an armanite gain a +1 enhancement bonus and the *shocking burst* weapon quality.

Summon Tanar'ri (Sp) Once per day, an armanite can attempt to summon 1d10 dretches or another armanite with a 30% chance of success. This ability is the equivalent of a 3rd-level spell (CL 9th).

Armanites are demonic heavy cavalry, charging with uncontained bloodlust and fury into the ranks of their foes.

STRATEGY AND TACTICS

An armanite knows its role on the battlefield and revels in it. Its charge delivers maximum destruction and mayhem. Once engaged in melee, an armanite switches to a heavy flail that it spins wildly, swinging as it kicks with its hooves.

SAMPLE ENCOUNTER

Armanites are usually encountered in troops of eight to twelve, led by a single charismatic leader called a knecht (or pathwarden). A knecht typically has four to six levels of ranger and often provides ranged support with his arrows while allowing his troops to charge the enemy. Armanites encountered in smaller numbers are almost always ragged survivors of a raid gone awry. Since they often turn on each other when there's nothing else to fight, it's far more common to encounter a lone armanite than to find them in groups of 2–7.

The Pack of the Riven (EL 15): The Pack of the Riven is a troupe of nine armanites that has achieved great glory in the service of Graz'zt. Led by a grizzled knecht named Uriakast (armanite ranger 6), this band became lost when their leader took them through a mysterious and unstable planar portal in pursuit of an erinyes spy. Stranded on a new world and cut off from Graz'zt's command, the Pack of the Riven now wages a personal war against everything in its path.

ECOLOGY

An armanite lives for war. As with other outsiders, it has no need to eat or drink. With little else to occupy it, an armanite fills its time with combat. An armanite not in battle or planning war is actually at its most dangerous and unpredictable, because it has no target on which to unleash its rage.

Environment: Armanites can be found on any layer of the Abyss that is commanded by particularly militant demon princes. The Plains of Gallenshu (layer 377) is commonly held to be the source of the armanite race—certainly, this layer is rife with thousands of constantly warring tribes of these demons.

Typical Physical Characteristics: An armanite stands 9 feet tall and weighs 2,600 pounds. Armanite weapons and armor are often engraved with Abyssal runes and are always kept in immaculate condition.

SOCIETY

Armanites are mercenaries and scavengers, collecting their pay and their dinner from the bodies of those they slay. They quickly grow restless when battle grows scarce—as a result, they never take part in sieges.

Armanites breed, but female armanites are only half as populous as males. The sexes are kept segregated into separate packs for most of their lives. Both enjoy the chance to do battle. They mingle only during mating (which most often occurs on fresh battlefields). Young armanites mature quickly and are full grown within a year. Immature armanites are orphaned quickly and receive no special treatment or care.

ARMANITE LORE

Characters with ranks in Knowledge (the planes) can learn more about armanites. When a character makes a successful skill check, the following lore is revealed, including the information from lower DCs.

DC	Result
17	Armanites are tanar'ri that serve their masters as cavalry. They resemble demonic centaurs.
22	Armanites are heavily armored but not particularly agile.
27	An armanite's charge is its deadliest attack, and it will use it whenever possible.

Because they operate so well in groups, armanites are often selected to undertake special missions for their Abyssal lords. On such missions, they typically carry large banners proclaiming their allegiance to their lord, although this allegiance can be extremely tenuous; the loss of the banner is sometimes all it takes for a troupe to switch sides.

There are twenty-four known armanite cities on the Plains of Gallenshu, each ruled by a powerful armanite called a konsul. A konsul is usually a ranger, fighter, or rogue of 6th to 12th level. Rumors hold that at least two konsuls are multiclass cleric/wizard mystic theurges.

TYPICAL TREASURE

An armanite's greatest treasures are its masterwork lance, its masterwork heavy flail, its composite longbow (+5 Str bonus), and its full plate armor. Armanites carry no other items of value.

ADVANCED ARMANITES

A few rare armanites who serve as knechts and konsuls advance instead by class levels. Fighter is the armanites' favored class.

BAR-LGURA

This hulking monster looks at first like a powerfully muscled orangutan, yet the cruelty that burns in its rheumy red eyes signals a hateful intelligence. Its visage is dominated by a pair of oversized fangs that jut from its lower jaw. Its fur is rusty red and matted with filth.

BAR-LGURA **CR 5**

Always CE Medium outsider (chaotic, evil, extraplanar, tanar'ri)
Init +4; **Senses** darkvision 60 ft.; Listen +11, Spot +11
Languages Abyssal, Celestial, Common, Draconic; telepathy 100 ft.

AC 23, touch 14, flat-footed 17; Dodge, Mobility (+4 Dex, +8 natural, +1 armor)
hp 51 (6 HD); **DR** 10/cold iron or good
Immune electricity, poison
Resist acid 10, cold 10, fire 10; **SR** 16
Fort +9, **Ref** +9, **Will** +7

Speed 40 ft. (8 squares), climb 20 ft.; Run
Melee 2 claws +12 (1d6+6) and bite +7 (1d6+3)
Base Atk +6; **Grp** +12
Atk Options pounce
Special Actions abduction, *summon tanar'ri*
Spell-Like Abilities (CL 6th):
At will—*darkness*, *cause fear* (DC 12), *dispel magic*, *greater teleport* (DC 18), *see invisibility*, *telekinesis* (DC 16)
2/day—*disguise self* (DC 12), *invisibility*, *major image* (DC 14)

Abilities Str 22, Dex 19, Con 19, Int 13, Wis 14, Cha 12
SQ tanar'ri traits (see page 28)
Feats Dodge, Mobility, Run

Skills Balance +15, Climb +23, Hide +17, Intimidate +10, Jump +27, Listen +11, Move Silently +13, Spot +11, Tumble +15
Advancement 7–12 HD (Medium); 13–21 HD (Large)
Possessions *bracers of armor +1,* gems or jewelry worth 600 gp

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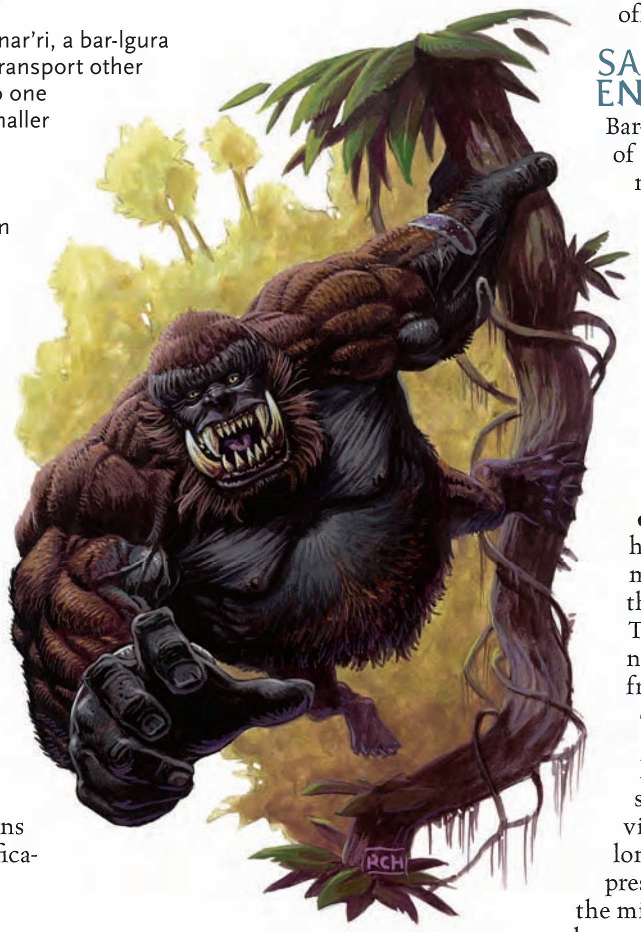
Pounce (Ex) If a bar-lgura charges a foe, it can make a full attack.

Abduction (Su) Unlike most tanar'ri, a bar-lgura can use *greater teleport* to transport other creatures. It can bring up to one Large or two Medium or smaller creatures with it each time it teleports. It can teleport unwilling targets as well, although an unwilling victim can attempt a DC 18 Will save to resist being transported. The save DC is Charisma-based.

Summon Tanar'ri (Sp) Once per day, a bar-lgura can attempt to summon another bar-lgura with a 35% chance of success. This ability is the equivalent of a 2nd-level spell (CL 6th).

Skills A bar-lgura gains a +4 racial bonus on Hide checks and a +10 racial bonus on Jump checks.

Bar-lguras are scouts and skirmishers for demonic armies. They explore unknown regions for victims to savage or fortifications to claim.



Bar-lgura

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STRATEGY AND TACTICS

Bar-lguras enjoy setting ambushes and attacking foes with surprise. If they have the drop on the enemy, they begin combat with *invisibility* and with *see invisibility* in effect, and use their pounce ability to gain a full attack sequence in a surprise round. They know to use their *cause fear* ability only on weak foes. Bar-lguras are fond of using *telekinesis* to hurl objects in the surrounding area at creatures too far away to attack in melee. If brought below 30 hit points, a bar-lgura typically tries to *use its abduction ability on* one of its enemies to finish him off alone.

BAR-LGURA LORE

Characters with ranks in Knowledge (the planes) can learn more about bar-lguras. When a character makes a successful skill check, the following lore is revealed, including the information from lower DCs.

DC	Result
15	Bar-lguras often serve as scouts for other demonic forces.
20	A bar-lgura can pounce on foes with great ferocity, clawing and biting before its victim can even react.
25	Bar-lguras can see invisible foes.
30	Unlike most tanar'ri, a bar-lgura can transport other creatures with its *abduction* ability, even if those creatures are unwilling.

SAMPLE ENCOUNTER

Bar-lguras don't enjoy the company of other demons. It's not uncommon to find a single bar-lgura in areas quite remote from other demonic activity—such loners could be advance scouts for a larger force, but are more likely to be individuals seeking an opportunity to spread a little mayhem. Larger packs of three to eleven bar-lguras can be forces to reckon with.

The Scourge of Winterdale (EL 10): Six bar-lguras have moved in to an abandoned mine ten minutes upriver from the small village of Winterdale. They were sent by a cruel conjurer named Garwode, who was driven from the village after one of his conjured beasts got loose and burned down a local temple. He has given the band of bar-lguras specific instructions to stalk the village, remain unseen, and nab lone victims as the opportunity presents itself, teleporting back to the mine with them. What Garwode plans to do with these victims is still unknown; all that the citizens of Winterdale know is that their friends and family members are slowly vanishing without a trace.

ECOLOGY

In the Abyss, bar-lguras tend to congregate in small packs led by a dominant male. They avoid regions infested with other demons, since they do not share their kin's delight in torment. Rather, they think that lesser demons simply get in the way.

Environment: Bar-lguras are gifted climbers and look for vertically defensive positions when selecting territory. They often claim large tracts of ancient forests or cliff-laced mountainsides, using sheer cliffs or tree trunks to gain a tactical advantage over anything that intrudes on their lands.

Typical Physical Characteristics: A bar-lgura stands 5 feet tall and is quite broad and muscular. A typical specimen can weigh over 300 pounds. Its overall visage is that of a demonic orangutan, except for a leering expression, tremendous tusks, and six-digited hands and feet.

A bar-lgura can change the color of its fur, reflexively blending into surrounding terrain. This not only affords the demon greater skill at hiding, but is often incorporated into their body language. A bar-lgura turns a brilliant fiery orange when enraged, for example, or a dull gray when content.

SOCIETY

A knowledgeable traveler in the Abyss realizes he's in bar-lgura territory not only by the lack of other demonkind but also by the disturbing fetishes and totems these demons erect on the borders of their lands—gruesome effigies made from sharpened branches, discarded weapons, and the body parts of lesser demons (particularly dretches and rutterkins). When two bar-lgura tribes encroach on each other, the result is always bloody warfare that ends only when the lesser tribe has been slaughtered and eaten.

TYPICAL TREASURE

Bar-lgura demons prefer to wear their treasure. A typical bar-lgura possesses the normal amount of treasure for a creature of its CR.

Standard Treasure: *Bracers of armor +1* (increase standard and flat-footed AC by 1), silver ring set with garnets worth 600 gp.

BROODSWARM

A chattering swarm of rotund little demonlings bounds toward you. Each demonling has a wide, toothy grin and a feeble pair of madly flapping wings.

BROODSWARM **CR 6**

Always CE Tiny outsider (chaotic, evil, extraplanar, swarm)
Init +9; **Senses** darkvision 60 ft., scent goodness; Listen +13, Spot +13
Aura daze (30-ft. radius, Will DC 15)
Languages Abyssal, Common

AC 17, touch 15, flat-footed 12
(+5 Dex, +2 natural)
hp 68 (8 HD); **DR** 5/cold iron or good; half damage from slashing and piercing weapons
Immune swarm traits (*MM* 315)
SR 12
Fort +10, **Ref** +13, **Will** +8; evasion
Weakness area affects deal 150% damage

Speed 40 ft. (8 squares)
Melee swarm 2d6 plus daze and stitching
Space 10 ft.; **Reach** 0 ft.
Base Atk +8; **Grp** —
Atk Options distraction (DC 18; does not affect night hags; *MM* 316)
Special Actions *call night hag*

Abilities Str 10, Dex 20, Con 18, Int 10, Wis 14, Cha 13
Feats Improved Initiative, Lightning Reflexes, Nimble Fingers
Skills Climb +11, Disable Device +13, Hide +24, Jump +19, Listen +13, Move Silently +16, Open Lock +18, Spot +13
Advancement —

Call Night Hag (Sp) Once per day, a broodswarm can call the night hag that created it. This ability takes 1 minute (uninterrupted) to perform, so the broodswarm typically waits until it has captured a victim to use this ability. There's a 25% chance that the night hag refuses to answer the call for whatever reason, in which case the ability is wasted. The night hag called by the broodswarm appears in a blast of noxious smoke in one of the swarm's squares and can remain indefinitely. If this night hag that created the broodswarm is killed, the broodswarm cannot use this ability. This is a conjuration (calling) effect (CL 6th).

Daze Aura (Su) At the end of a broodswarm's turn, creatures within 30 feet of it must succeed on a DC 15 Will save or be dazed for 1 round. A creature that successfully saves cannot be affected again by that same broodswarm's daze aura for 24 hours. A broodswarm can suppress or activate this ability as a free action. Chaotic evil outsiders are immune to the aura. The save DC is Charisma-based.

Scent Goodness (Su) A broodswarm has the scent ability, but only against creatures with a good alignment. Any effect that suppresses odor or alignment masks a good creature from a broodswarm's ability to scent them.

Stitching (Su) Broodswarms can manifest lengths of coarse black thread from their silvery hook hands as a free action. They use these threads to stitch victims up and prevent their escape. Whenever a broodswarm deals swarm damage to a creature, they begin stitching body parts together. This gives the victim a –2 penalty to its Dexterity score; multiple rounds of stitching incur multiple cumulative penalties to Dexterity. This is neither ability damage nor ability drain and cannot be healed with magic such as *restoration*. When a creature's effective Dexterity is reduced to 0 by this effect, it becomes helpless, mute, and blind. Damage reduction can provide immunity to stitching as long as the silver hooks do not bypass it.

A creature can attempt to break free of its stitching (even if helpless as a result of the stitching) by making a DC 20 Strength check. Each attempt (successful or not) deals 2d6 points of damage to the victim. Another creature can cut the stitching loose with a DC 10 Heal check and 1 minute of work.

Skills A broodswarm's feeble wings can assist in making leaps, granting it a +8 racial bonus on Jump checks.

BROODSWARM LORE

Characters with ranks in Knowledge (the planes) can learn more about broodswarms. When a character makes a successful skill check, the following lore is revealed, including the information from lower DCs.

DC	Result
18	Piercing and slashing weapons are not particularly effective against a broodswarm, especially if they aren't made of cold iron or infused with good.
23	This swarm of sparrow-sized demonlings can create thick black thread, which it uses to stitch creatures into immobility with frightening speed.
28	Area effects can quickly dispatch a broodswarm. The demonlings that comprise the swarm are surprisingly agile, however, and can sometimes evade damage from such attacks completely.
33	Broodswarms are created by night hags and can conjure their creators given time.

Sinister and cruel, these swarms of Tiny demons are created by night hags and sent out into the world to find innocent souls for their mistresses to harvest.

STRATEGY AND TACTICS

A broodswarm uses its ability to scent goodness to select its targets; it has little interest in attacking non-good creatures except in self-defense or to reach a good-aligned creature. A broodswarm relies on its daze aura to subdue a victim and make it easier to stitch.

SAMPLE ENCOUNTER

It's unusual for a night hag to create more than one broodswarm at a time, simply due to the exorbitant cost of creating the sheer number of little demons (see Ecology). As a result, broodswarms are typically encountered alone.

Under the Bed (EL 6): A night hag named Brashki has come to a small coastal town and has brought a broodswarm with her. She dwells in a partially collapsed brothel down by the waterfront, sending her broodswarm out nightly to gather victims. The broodswarm has taken a specific approach; it sneaks into an inn an hour before nightfall and hides under a bed in an empty room, waiting for a lone victim to lie down in the bed above. Then it swarms up and begins stitching the victim to the bed, calling on Brashki to collect her new toy once the deed is done. The owners of several inns have started to wonder about the sudden rash of paying guests who leave without a word, not to mention the strange remnants of black thread and spots of blood on the bedsheets. No innkeeper has come forward with questions, however, afraid that the news might hurt business.

ECOLOGY

Although they are not constructs, broodswarms share much in common with them. They do not eat or drink and have little interest in anything other than serving their night hag mistresses.

The creation of a broodswarm is a painful experience. It requires a month-long process in the Pits of Despair on the Woeful Escarand (layer 400), during which time the night hag must constantly tear loose pieces of her flesh and feed them to fresh manes. As each piece of flesh is eaten, that mane shrinks into a broodswarm demonling. The night hag repeats this process three hundred times. The entire process costs the night hag 2 points of Constitution; this loss of Constitution cannot be replaced until the broodswarm she created is slain, at which point it can be restored as if it were Constitution drain.

Environment: Broodswarms can be found anywhere but prefer to haunt urban areas. Since it can call its night hag creator from anywhere, a broodswarm need not remain physically close to its mistress.

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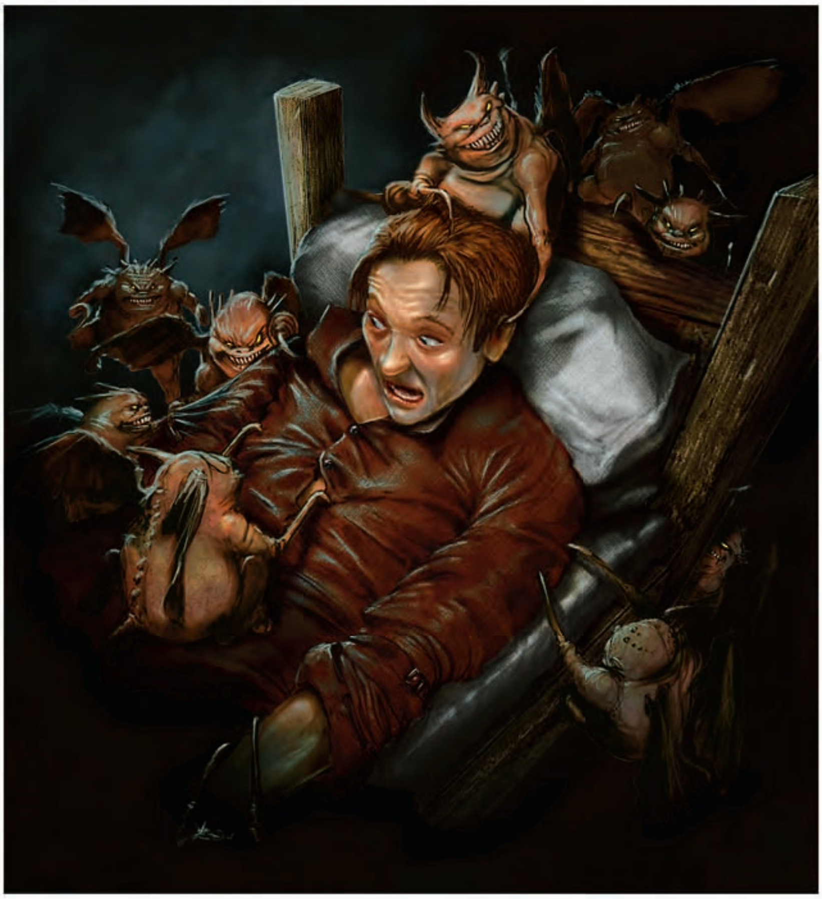


A broodswarm claims another victim

Typical Physical Characteristics: A broodswarm consists of three hundred Tiny demonlings, each of which is about the size of a sparrow and weighs only half a pound; an entire swarm thus weighs 150 pounds. An individual demonling looks like a miniature fat horned human, naked, with a grin that's too wide and a thin, hooked silver needle in place of each hand. It has undeveloped wings that cannot allow actual flight, though they do grant a boost when jumping. A broodswarm demonling's feet end in tiny hooves; the sound of a broodswarm scuttling over a hard surface is that of a miniaturized stampede of horses—a disconcerting noise, to say the least.

SOCIETY

Broodswarms are completely and slavishly loyal to their creators. They desire only to serve their night hag mistresses, and thus do not form societies of their own. A broodswarm whose night hag is slain slowly slips into madness—within a week, the broodswarm turns on itself, its component demonlings slaughtering each other until all that remains is a nasty, tangled mess of tiny bodies stitched together in a bloody mound.

TYPICAL TREASURE

Broodswarms have no interest in treasure.

BULEZAU

The demon's flesh festers with open sores. Its tall, gaunt frame is festooned with patches of short bristles. It has the head of a large, sickly ram with massive curved horns, rheumy eyes, and froth-caked lips stretched over thin, needlelike fangs. Its snakelike tail writhes, the tip a twisted tangle of metallic spines. Despite its emaciated form, the beast wields a great ranseur far too large for its size, and with unnerving grace.

BULEZAU **CR 9**
Always CE Large outsider (chaotic, evil, extraplanar, tanar'ri)
Init +2; **Senses** darkvision 60 ft.; Listen +14, Spot +14
Languages Abyssal, Common; telepathy 30 ft.

AC 21, touch 11, flat-footed 19
(–1 size, +2 Dex, +10 natural)
hp 115 (10 HD); **DR** 10/cold iron or good
Immune electricity, poison
Resist acid 10, cold 10, fire 10; **SR** 20
Fort +14, **Ref** +9, **Will** +8

Speed 30 ft. (6 squares)
Melee* Huge *+1 ranseur* +12/+7 (3d6+21/19–20/×3) and
tail +9 (1d8+7) or
Melee* gore +11 (2d6+10) and
2 claws +9 (1d6+7) and
tail +9 (1d8+7)
* Attacks include the Power Attack feat
Space 10 ft.; **Reach** 10 ft. (20 ft. with ranseur)
Base Atk +10; **Grp** +20
Atk Options Power Attack, blood frenzy
Special Actions powerful charge, *summon tanar'ri*
Spell-Like Abilities (CL 10th):
At will—*command* (DC 11), *greater teleport* (self plus 50 pounds of objects only), *see invisibility*, *solid fog*, *telekinesis* (DC 15)
3/day—*fear* (DC 14)
1/day—*shout* (DC 14)

Abilities Str 22, Dex 14, Con 24, Int 6, Wis 12, Cha 10
SQ wield oversized weapon, tanar'ri traits (see page 28)
Feats Improved Critical (ranseur), Multiattack, Power Attack, Weapon Focus (ranseur)
Skills Climb +19, Intimidate +13, Jump +19, Listen +14, Spot +14, Swim +19
Advancement 11–20 HD (Large); 21–30 HD (Huge)
Possessions Huge *+1 ranseur*

Blood Frenzy (Ex) A bulezau that takes damage in combat can fly into a frenzy in the following round, attacking madly until either it or its opponent is dead. It gains +2 Strength and Constitution, and it takes a –2 penalty to Armor Class. A bulezau cannot end its frenzy voluntarily.

Powerful Charge (Ex) A bulezau typically begins a battle by charging at an opponent. In addition to the normal benefits and hazards of a charge, this allows a bulezau to make a single gore attack with a +2 attack bonus that deals 4d6+9 points of damage.

Wield Oversized Weapon (Ex) A bulezau is skilled at wielding weapons one size category larger than itself and does not take any penalties when fighting with such weapons.

Summon Tanar'ri (Sp) Once per day, a bulezau can attempt to summon 1d6 dretches or 1d4 rutterkin with a 50% chance of success. This ability is the equivalent of a 3rd-level spell (CL 10th).

Bulezau demons are the heavy infantry of the Abyss, potent and powerful melee specialists who delight in rending flesh and spilling blood.

STRATEGY AND TACTICS

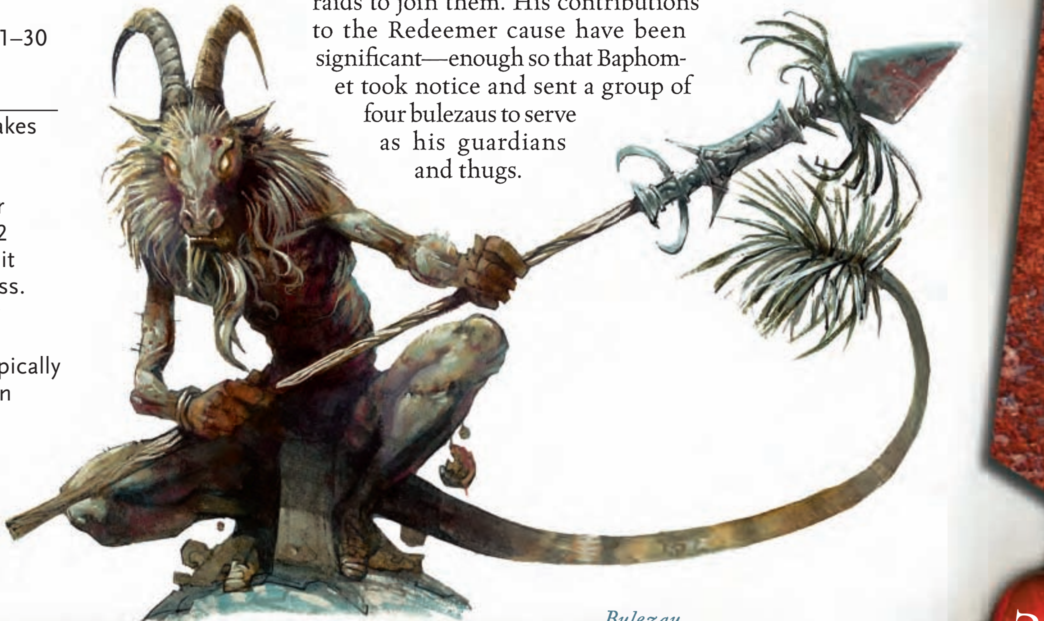
A bulezau excels in melee combat. Always under the effect of *see invisibility*, a bulezau usually begins combat with a *shout* directed at the densest cluster of enemies. It prefers to engage foes in areas where its victims have nowhere to run; if it attacks in an open area, a bulezau typically uses *solid fog* to block easy escape routes.

A bulezau starts melee combat with a charge, following up in succeeding rounds with full attacks, using the reach of its Huge *+1 ranseur*. It uses the Power Attack feat as a matter of course (already reflected in its statistics). Against targets that get inside of this reach, it switches to its claw, gore, and tail attacks, dropping its ranseur. It generally saves uses of its *fear* spell-like ability for desperate situations, since it prefers to keep its enemies within reach of its weapons.

SAMPLE ENCOUNTER

Similar to armanites, bulezaus encountered individually are almost always the sole survivors of an otherwise complete slaughter of their troupe. Often, such a slaughter was at their own hands, when their commanders were unable to break up a fight in time to prevent the group's self destruction. In groups, bulezaus are always led by a more powerful demon or creature.

Zuragur's Bruisers (EL 14): Zuragur (CE male human barbarian 11) personally led dozens of raids against settlements in a secluded valley at the edge of the kingdom. On one of these raids, he encountered a cult of Redeemers; he was impressed by their faith and abandoned his raids to join them. His contributions to the Redeemer cause have been significant—enough so that Baphomet took notice and sent a group of four bulezaus to serve as his guardians and thugs.



Bulezau

Illus. by C. Critchlow

Zuragur and his demonic minions have since gained control over several local villages. He's put every able-bodied person to work at constructing a large castle and plans on returning to his homeland soon to conquer them and add those barbarians to the Redeemer cause. Zuragur and his four bulezaus can be encountered as they move from tribe to tribe. His defeat might be the only thing to prevent an incursion of berserkers.

ECOLOGY

Rumor holds that the first bulezaus were created by Baphomet, who sought to create a powerful army of warriors to crush Yeenoghu's forces. Unfortunately, Baphomet's creations proved too bestial in their nature to control on a large scale. He eventually grew tired of losing favored generals to their uprisings and released the demons into the Abyss, where they flourished.

Environment: Bulezaus are found most often on the layers of the Abyss dedicated to war. They can also be found on any layer ruled by a particularly warlike demon lord, such as Baphomet, Kostchtchie, or Yeenoghu.

Typical Physical Characteristics: An average bulezau stands just over 8 feet tall and weighs 250 pounds. Although a bulezau appears diseased and sickly, its appearance is deceiving, masking its strength and ferocity.

SOCIETY

Bulezaus are quarrelsome, bullying creatures. When not fighting against others, they fight among themselves. Demonic commanders of bulezau units often post powerful demons nearby with orders to attack any bulezau that starts a fight—the threat of sure death is one of the few things that can keep a group of bulezaus in line for any length of time. When not at war, bulezau bands quickly fall apart into bloody chaos.

TYPICAL TREASURE

Most bulezaus own a Huge *+1 ranseur*. Others wield Huge spears, tridents, or morningstars of similar magical enhancement. Aside from this, a bulezau owns treasure standard for a creature of its CR.

Standard Treasure: Huge *+1 ranseur, oil of keen edge, potion of haste,* 2 *potions of cure moderate wounds,* 100 gp.

BULEZAU LORE

Characters with ranks in Knowledge (the planes) can learn more about bulezaus. When a character makes a successful skill check, the following lore is revealed, including the information from lower DCs.

DC	Result
15	Bulezaus serve as the heavy infantry of the Abyss and are notoriously difficult to control.
20	A bulezau can wield oversized weapons. Its weapon of choice is the ranseur.
25	Bulezaus enjoy charging and using their horns to gore their opponents.
30	A wounded bulezau is a terror to behold. It can fly into a berserk frenzy and become much stronger and harder to slay.

CHASME

This large, flylike demon has buzzing wings and six limbs, two of which end in long, thin-fingered hands. Its head is vaguely humanoid, with a large hooked horn where its nose should be. Tufts of wiry hair sprout between the black plates covering its insect flesh.

CHASME CR 10

Always CE Large outsider (chaotic, evil, extraplanar, tanar'ri)
Init +3; **Senses** darkvision 60 ft.; Listen +14, Spot +14
Aura fear (5-ft. radius, Will DC 16)
Languages Abyssal, Celestial, Common; telepathy 100 ft.

AC 26, touch 12, flat-footed 23
(–1 size, +3 Dex, +14 natural)
hp 76 (9 HD); **DR** 10/cold iron or good
Immune electricity, poison
Resist acid 10, cold 10, fire 10; **SR** 21
Fort +10, **Ref** +9, **Will** +8

Speed 30 ft. (6 squares), climb 30 ft., fly 50 ft. (perfect); Flyby Attack
Melee 2 claws +17 (1d6+4 plus wounding) and bite +15 (1d8+2 plus wounding) and gore +15 (1d8+2 plus wounding)
Space 10 ft.; **Reach** 5 ft.
Base Atk +9; **Grp** +17
Atk Options Flyby Attack, Power Attack
Special Actions drone, *summon tanar'ri*
Spell-Like Abilities (CL 9th):
At will—*contagion* (DC varies), *darkness*, *desecrate*, *detect good*, *dispel magic*, *fly*, *greater teleport* (self plus 50 pounds of objects only), *insect plague*, *ray of enfeeblement* (+11 ranged touch), *protection from good* (DC 13), *see invisibility*, *telekinesis* (DC 17)
3/day—quickened *ray of enfeeblement* (+11 ranged touch)
1/day—*unholy aura* (DC 20)

Abilities Str 19, Dex 16, Con 18, Int 14, Wis 14, Cha 14
SQ tanar'ri traits (see page 28)
Feats Flyby Attack, Multiattack, Power Attack, Quicken Spell-Like Ability (*ray of enfeeblement*)
Skills Bluff +14, Climb +24, Concentration +16, Diplomacy +6, Hide +11, Intimidate +16, Listen +14, Move Silently +15, Search +14, Sense Motive +14, Spot +14
Advancement 10–18 HD (Large)

Drone (Su) As a full-round action, a chasme can beat its wings to create a droning buzz in a 60-foot-radius spread. Each creature in this area must succeed on a DC 16 Will save or fall asleep for 2d10 rounds. Creatures immune to sleep effects are immune to this effect. The save DC is Charisma-based.

Fear Aura (Su) As a swift action, a chasme can create an aura of fear in a 5-foot radius around it. This effect is otherwise identical to a *fear* spell (CL 12th; Will DC 16 negates). If this save is successful, that creature cannot be affected again by that chasme's fear aura for 24 hours. The save DC is Charisma-based.

Summon Tanar'ri (Sp) Once per day, a chasme can attempt to summon 1d4 rutterkins or 1 chasme with a 40% chance of success. This ability is the equivalent of a 4th-level spell (CL 9th).

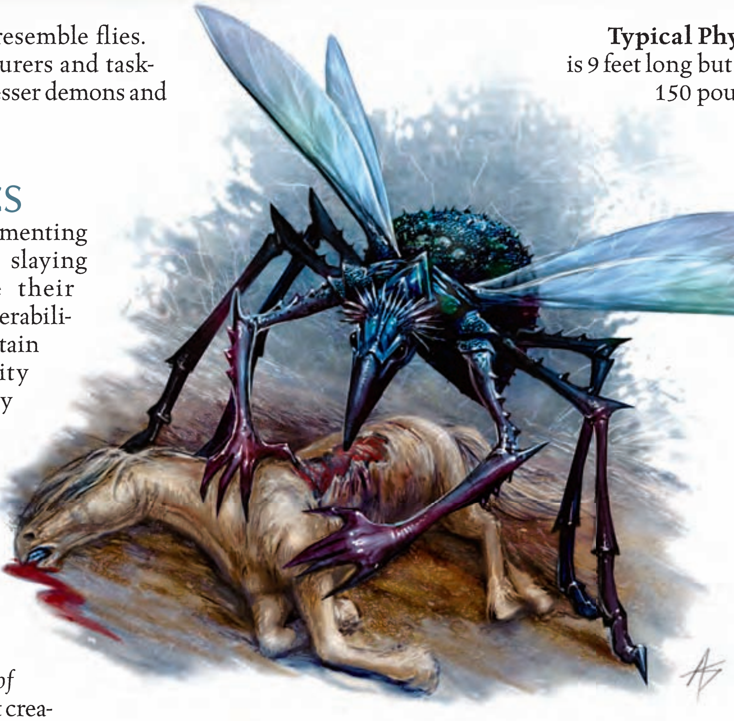
Wounding (Ex) A wound resulting from a chasme's attack bleeds for an additional 1 point of damage per round thereafter. Multiple wounds from such attacks result in cumulative bleeding loss. The bleeding can be stopped by a DC 10 Heal check or the application of any form of magical healing.

Chasme demons resemble flies. They serve as torturers and taskmasters, keeping lesser demons and slaves in line.

STRATEGY AND TACTICS

Chasmes enjoy tormenting their foes before slaying them. They use their speed and maneuverability in flight to maintain ranged superiority while constantly harassing foes with their *insect plague* and *telekinesis* spell-like abilities. For the first three rounds of combat, they also use quickened *rays of enfeeblement* against creatures that wear heavy armor or look as though they might become encumbered if their Strength drops. They use Power Attack only against lightly armored foes.

A chasme saves its drone ability in case it becomes cornered and needs to escape.



Chasme

SAMPLE ENCOUNTER

Chasmes enjoy the company of other chasmes and can often be encountered in gangs of three or more. These groups of chasmes flit and soar in the skies of the Abyss, constantly on the hunt for anything weak and feeble to torment.

Chasmes have been known to carve out small territories for themselves both on the Abyss and on other planes. There they act out the role of minor demon lords, ruling over lesser demons such as rutterkins and dretches.

The Buzzing Lord (EL 11): Mazzmyz, the Buzzing Lord, came to the Material Plane when an incompetent sorcerer tried to bind him and failed. The sorcerer slain, Mazzmyz quickly set about taking over the man's home on the edge of the forest. He then used some of the remaining magic he found there to call forth a force of six rutterkins to serve him. The chasme has since turned its attentions toward a nearby lumber camp, with an eye to enslaving the workers and extending his influence in the region.

ECOLOGY

Chasmes reproduce from prefertilized eggs laid in the decaying flesh of enormous slain demons or other creatures. An adult chasme can spawn ten young in a year. Chasme eggs hatch in three months, and hatchlings grow to adulthood in a mere seven years (although they can lay eggs of their own by their second year).

Environment: Chasmes prefer lairs built on vertical surfaces, such as treetops, cliffside rookeries, or soaring caverns with numerous ledges to perch upon. They are particularly populous on the Crushing Plain (layer 69) and on Torremor (layer 503).

Typical Physical Characteristics: A chasme is 9 feet long but surprisingly light, weighing only 150 pounds.

SOCIETY

Chasmes are particularly gifted torturers and will overlook their bitter hatred of other demons if given the chance to serve as interrogators or taskmasters. They are often put in charge of punishing lesser demons, a task they take to with obvious enjoyment. Chasmes have a strange gift for spotting demons who have deserted their demon lords. They take special pains to capture and return such traitors to their masters in hopes of gaining not only a reward but also a chance to torment the victim further without fear of reprisal.

TYPICAL TREASURE

Chasmes do not wield weapons or wear armor, but they sometimes use other magic items they discover. They are also fond of delicate art objects encrusted with gemstones. They have standard treasure for a creature of their CR.

Standard Treasure: Silk pouch containing 195 gp and 5 amethysts (worth 100 gp each), silver sculpture of a nymph with emerald eyes (worth 650 gp), platinum and pearl necklace (worth 1,000 gp), mithral *wand of summon monster II* (12 charges), ivory scroll tube set with amber (worth 450 gp) and containing a scroll of *mass inflict light wounds* and a scroll of *restoration*.

CHASME LORE

Characters with ranks in Knowledge (the planes) can learn more about chasmes. When a character makes a successful skill check, the following lore is revealed, including the information from lower DCs.

DC	Result
20	Chasmes are skilled at bluffing and sensing true motives. In the Abyss, they serve more powerful demons as torturers and taskmasters.
25	A chasme can generate a five-foot aura of fear around itself, shrugging off damage from weapons that haven't been infused with purity and goodness.
30	The droning sound of a chasme's wings can lull the unwary to sleep.
35	Wounds caused by a chasme's attack continue to bleed until the victim dies of blood loss. These horrific wounds can be tended and closed by a skilled healer or by magical healing.

Illus. by A. Stokes

DYBBUK

A faint brush of cold, the fleeting scent of moldering lilies, and a sudden conviction of loss mark the passage of this indistinct shape. Its form is visible only as a flickering shimmer in the air accompanied by faint tendrils of pale smoke.

DYBBUK CR 8

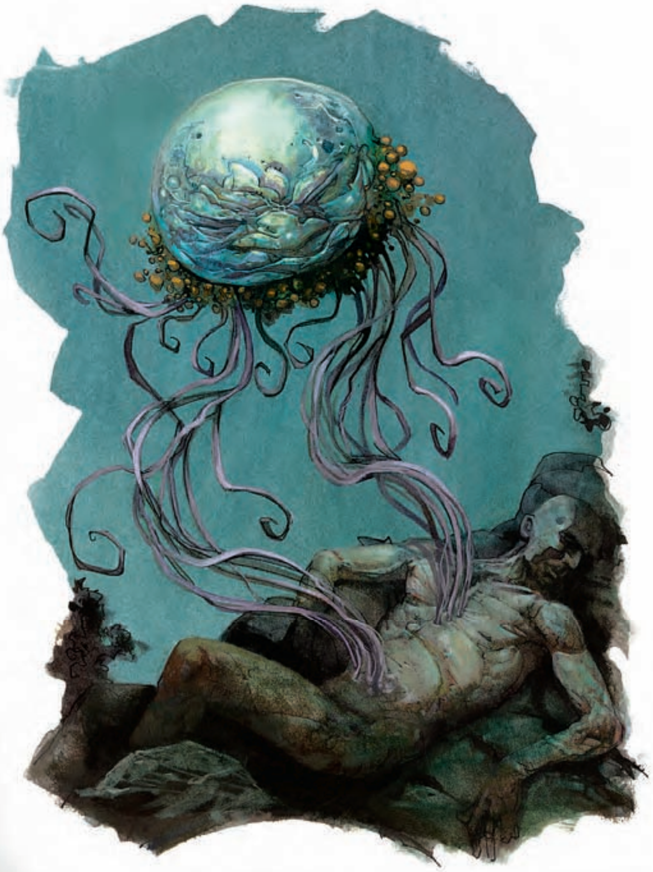
Always CE Medium outsider (chaotic, evil, extraplanar, incorporeal, loumara)
Init +5; **Senses** darkvision 60 ft.; Listen +15, Spot +15
Languages Abyssal, Common; telepathy 100 ft.

AC 21, touch 21, flat-footed 16; Dodge, Mobility (+5 Dex, +6 deflection)
hp 95 (10 HD); **DR** 10/good
Immune acid, electricity, fire; incorporeal traits (*MM* 310)
Resist cold 10; **SR** 19
Fort +12, **Ref** +12, **Will** +9

Speed fly 40 ft. (8 squares) (perfect)
Melee 2 tendrils +15 touch (1d6 Con)
Space 5 ft.; **Reach** 5 ft.
Base Atk +10; **Grp** —
Special Actions corpse possession, death touch, dybbuk's gift, withering touch
Spell-Like Abilities (CL 10th):
At will—*dimension door, obscuring mist*
3/day—*fear* (DC 20), *phantasmal killer* (DC 20), *mind fog* (DC 21)

Abilities Str —, Dex 20, Con 20, Int 16, Wis 15, Cha 23
SQ dybbuk's gift, loumara traits (see page 27)
Feats Ability Focus (death touch), Combat Reflexes, Dodge, Mobility

Illus. by C. Critchlow



Dybbuk

Skills Bluff +19, Concentration +18, Diplomacy +23, Disguise +19 (+21 acting), Forgery +16, Hide +13, Intimidate +8, Knowledge (local) +16, Listen +15, Search +16, Sense Motive +15, Spot +15, Tumble +18
Advancement 11–20 HD (Medium)

Corpse Possession (Su) A dybbuk that enters a square occupied by a corpse can, as a standard action, possess the body. It can only possess bodies of creatures of the following types: animal, humanoid, magical beast, monstrous humanoid, and vermin. The body cannot be headless or destroyed beyond recognition, and a dybbuk cannot possess a corpse in the area of a *magic circle against chaos*, *magic circle against evil*, or a similar effect.

A dybbuk-possessed body rises to its feet on the dybbuk's next action. The fiendish essence of the dybbuk restores the host body to its full hit points; old wounds simply vanish, and any conditions that might have once affected the host are removed. A dybbuk can inhabit such a body indefinitely, and the body doesn't age while possessed. If the possessed body is reduced to –10 hit points, the dybbuk is forced out of the body and into an adjacent square (or the nearest available space). Unless the body is beheaded or completely destroyed, the dybbuk can attempt to possess it again on its next turn.

A dybbuk-possessed body gains the benefits of its natural armor and any armor it wears, but not the dybbuk's deflection bonus to AC. The dybbuk adopts the statistics of the creature it is possessing but gains none of its extraordinary, supernatural, or spell-like abilities, nor can it use any of the possessed creature's Intelligence-, Wisdom-, or Charisma-based skills.

A *dismissal*, *dispel chaos*, or *dispel evil* spell cast on the possessed body immediately drives the dybbuk from the body into an adjacent square (or the nearest available space) and dazes the dybbuk for 1 round (no save). Without the dybbuk to inhabit it, the dead body collapses to the ground, lifeless.

Death Touch (Su) Once per day, a dybbuk can use a standard action to focus its unworldly energies and make a death touch attack against a creature. The dybbuk makes a melee touch attack; if the attack hits, roll 10d6. If the resulting number equals or exceeds the current hit points of the creature touched, that creature must succeed on a DC 23 Fortitude save or die. If the creature survives, it still takes 1d6 points of Constitution damage, and the dybbuk heals 5 points of damage (as if it had used its withering touch). A dybbuk can use its death touch even while possessing a body. This is a death effect. The save DC is Charisma-based and includes the +2 bonus from the dybbuk's Ability Focus feat.

Dybbuk's Gift (Su) Once per day as a standard action, a dybbuk in its natural form can impart a gift to a mortal creature by touch. A form of rage grips the creature as it gains a +2 profane bonus on attack rolls and weapon damage rolls. The effect lasts for 24 hours or until the target creature is affected by a *dispel chaos* spell. Until this point, the affected creature radiates chaos as if his alignment were chaotic. Furthermore, the affected creature's natural attacks and weapon attacks are treated as chaotic-aligned for the purpose of bypassing damage reduction. As long as the gift persists, the gifted character's eyes glow white.

The gift also creates an unwholesome bond between the character and the dybbuk. As long as the gift persists, the dybbuk can monitor the character's condition and location as if it had placed a *status* spell on that character. If the character dies, the dybbuk can attempt to possess his body as a standard action, despite any physical distance between the two (as long as the body and the dybbuk are on the same plane).

Accepting a dybbuk's gift is a chaotic act and could have repercussions on the recipient's alignment. A creature can attempt to resist gaining a dybbuk's gift with a DC 21 Will save. The save DC is Charisma-based.

Withering Touch (Su) A dybbuk's touch attack deals 1d6 points of Constitution damage as flesh and bone wither and die. Each time a dybbuk successfully damages a creature, it heals 5 points of damage to itself. A dybbuk cannot use this ability while possessing a body.

Skills A dybbuk gains a +8 racial bonus on Hide checks.

Disembodied intelligences spawned by the Abyss, dybbuks must possess the dead to work their evil.

STRATEGY AND TACTICS

A dybbuk avoids combat unless it is possessing a dead body or is unable to escape. When disembodied, it either uses *dimension door* and *obscuring mist* to hide or gain an advantageous position, or *fear* to scatter its foes. Once it narrows its foes down to a single target, it tries to kill its chosen victim at range with *phantasmal killer*. If this fails, it moves in to deliver a death touch.

A dybbuk has no access to the memories of the creatures it possesses. After taking possession of a corpse, a dybbuk will try to insinuate itself into society, relying on its Bluff skill to pass itself off as the individual or creature whose body it inhabits. For this reason, it prefers to possess the body of a creature whose death is still unknown to the general populace.

SAMPLE ENCOUNTER

Dybbuks are solitary creatures most of the time. Multiple dybbuks are found near large battlefields or mass graves. Dybbuks have been known to fight each other over a single dead body, even if multiple other bodies of acceptable condition are available. A dybbuk cares as much about denying bodies to other dybbuks as it does about finding a good body to possess.

The Enthusiastic Gravedigger (EL 8): A few days ago, the caretaker of a local cemetery passed away quietly in his home. His body was discovered soon afterward by a wandering dybbuk that had been drawn to the cemetery. The dybbuk possessed the dead caretaker and was delighted to discover his job would give it access to all manner of new hosts. Over the past several months, the dybbuk has engineered the deaths of several other people in the nearby town, using their bodies to work its evils before returning to the gravedigger's body. The strange plague of crimes in town committed by recently deceased locals has left the law baffled.

ECOLOGY

A dybbuk in its natural form constantly scours its environment for a suitable host body. It knows that it can be killed when it is without a host and avoids combat as a result. Once it inhabits a body, it apes that body's normal activities, although this is more of a means to an end (finding a better body) rather than being indicative of any real need to eat, sleep, or otherwise behave as a living creature should.

Environment: Dybbuks are found in the Abyss at sites of great battles or near large graveyards. They are not fond of regions heavily populated with undead, since they have no use for bodies that are already animated.

Typical Physical Characteristics: A dybbuk is incorporeal and silent. The creature's basic shape is that of a writhing jellyfish with an indistinct humanoid face floating on the surface of its body. Scores of smoky tendrils trail from the underside of its body to a length of 5 feet. These tendrils braid and twist together, effectively forming two arms when needed.

SOCIETY

A dybbuk's driving need is its eternal search for a perfect body. To a dybbuk, a perfect body is one that is undamaged from violence, quite handsome or beautiful for its race, and has many links to its society's leadership. A dybbuk hopes to possess such a perfect body before anyone discovers the victim has died, so that it can go on living the victim's life without arousing suspicion. Once a dybbuk has found a perfect body, it allows itself to be overtaken by that society's sins and vices, plunging hedonistically into depravity until its body is ruined or it is otherwise forced to abandon its plaything.

Much of a dybbuk's existence actually consists of leapfrogging from lesser body to lesser body. It sees these bodies as stepping stones, with each transfer to a new body putting it closer to its intended target. A dybbuk typically has a specific person targeted as a perfect body and does what it can to get closer to this targeted victim, with the goal of either engineering the person's accidental death or catching the victim alone (in which case it uses its death touch to kill its target).

TYPICAL TREASURE

Dybbuks do not keep treasure. Once a dybbuk possesses a body, it generally retains any treasure or gear that creature had on its person when it died, but this is done primarily for appearances.

DYBBUK LORE

Characters with ranks in Knowledge (the planes) can learn more about dybbuks. When a character makes a successful skill check, the following lore is revealed, including the information from lower DCs.

DC	Result
20	A dybbuk is a disembodied demonic spirit that can inhabit and animate dead bodies.
25	A dybbuk cannot be harmed by acid, electricity, or fire, and it is resistant to cold.
30	Killing a host body possessed by a dybbuk does nothing to hurt the dybbuk itself. Spells such as *dismissal*, *dispel chaos*, and *dispel evil* can drive it out of a body.
35	A dybbuk's touch can cause instant death.

EKOLID

The demon's ant-shaped body is the size of a wolf, yet its numerous spindly legs spread nearly 6 feet across. Vertical mandibles gnash above a cluster of black eyes, and three pairs of membranous wings sprout from its thorax. Its insectlike body trails off into a writhing mass of tails, each tipped in an upward-curving stinger protruding from a distended bulge.

EKOLID **CR 4**

Always CE Small outsider (chaotic, evil, extraplanar, obyrith)
Init +3; **Senses** darkvision 60 ft., true seeing; Listen +4, Spot +4
Aura form of madness (60-ft. radius, Will DC 14)
Language Abyssal

AC 17, touch 14, flat-footed 14
(+1 size, +3 Dex, +3 natural)
hp 39 (6 HD); fast healing 5; **DR** 5/cold iron or lawful
Immune mind-affecting spells and abilities, poison
Resist acid 10, cold 10, electricity 10, fire 10
Fort +7, **Ref** +8, **Will** +9

Speed 30 ft. (6 squares), climb 30 ft., fly 60 ft. (average)
Melee 6 stings +10 (1d4 plus implant egg) and bite +5 (1d4)
Space 5 ft.; **Reach** 5 ft.
Base Atk +6; **Grp** +2

Abilities Str 10, Dex 16, Con 15, Int 10, Wis 18, Cha 13
SQ obyrith traits (see page 27), quickness
Feats Combat Reflexes, Lightning Reflexes, Weapon Finesse
Skills Balance +14, Climb +17, Hide +16, Jump +11, Listen +13, Move Silently +12, Spot +13, Tumble +14
Advancement 7–11 HD (Small); 12–18 HD (Medium); see text

Form of Madness (Su) A creature within 60 feet that observes an ekolid must attempt a DC 14 Will save. Failure indicates the creature begins hallucinating that tiny biting insects are infesting its hair, skin, and clothes. The victim takes a –1 penalty on skill checks and must succeed on a DC 10 Concentration check in order to cast any spells until the insanity is cured by *heal*, *greater restoration*, *miracle*, or *wish*. A creature that makes the save is immune to that particular ekolid's form of madness for 24 hours. This is a mind-affecting ability that does not affect chaotic evil outsiders. The save DC is Charisma-based.

Looking at multiple ekolids requires a separate save for each one's form of madness, but the effects are not cumulative.

Implant Egg (Ex) Each time a creature takes damage from an ekolid's sting attack, it must attempt a DC 15 Fortitude save. Failure indicates that the ekolid implants an egg just under the creature's skin. An implanted egg hatches at the start of the ekolid's next turn, at which point a ravenous ekolid grub gnaws its way out of the victim. This deals 1d6 points of damage per egg that hatches and nauseates the victim for 1 round (no matter how many eggs hatch). *Remove disease* or a similar effect destroys any unhatched eggs, but immunity to disease does not prevent infestation. Newly hatched ekolids are otherwise harmless, but grow to maturity quickly over the course of only a few hours. A hatched grub falls to the ground after crawling free of its host. A grub has 1 hit point and effectively no Armor Class. The save DC is Constitution-based.

Quickness (Su) An ekolid is supernaturally quick. It can take an extra move action during its turn each round.

An ekolid is a primeval insectoid demon that sees other life forms as little more than incubators for its eggs.

STRATEGY AND TACTICS

Although an ekolid is intelligent, its tactics in battle are remarkably simple. Its primary advantage is its speed. An ekolid rushes up to its prey and attempts to implant as many eggs as it can into every available target. Once an ekolid implants at least one egg in each creature in the group it is fighting, it retreats to a secure place to watch its young hatch. If any implanted creature survives the birthing process, the ekolid returns to implant more eggs in the survivors.

SAMPLE ENCOUNTER

Although it's not unheard of to encounter a lone ekolid, these creatures more often travel in packs, roving in constant search of new victims in which to implant eggs and propagate their vile kind.

The Infested Steading (EL 12): A group of hill giants have been acting up recently, raiding caravans and attacking villages. When the PCs arrive at the hill giant fortress to put a stop to the raids, however, they find the giants have already been killed and the bodies are riddled with deep bloody holes.

The hill giant shaman recently botched a *call planar ally* spell, releasing a 14 Hit Die ekolid that promptly killed him. The other giants, used to giving the shaman his privacy, didn't realize what had happened for several hours, by which point nine of the ekolid's young had grown to full strength. When a giant opened the door to the shaman's chambers, he released the plague of ekolids into the rest of the fortress. Those giants that didn't die are now hiding in the fortress dungeon, having abandoned the upper reaches to

EKOLID LORE

Characters with ranks in Knowledge (the planes) can learn more about ekolids. When a character makes a successful skill check, the following lore is revealed, including the information from lower DCs.

DC	Result
16	An ekolid is incredibly fast. It resists damage from weapons not made of cold iron or infused with lawful energies.
21	An ekolid's "stingers" are actually ovipositors that implant quick-hatching eggs in its victims. These eggs hatch in seconds, but *remove disease* can kill the eggs before they hatch.
26	Ekolids are primeval demons from a time before the tanar'ri ruled the Abyss. They are immune to mind-affecting attacks and poison, and they are resistant to acid, cold, electricity, and fire damage.
31	Ekolids embody a primal fear of infestation. Their visages can unhinge even the most resolute of minds, forcing those who succumb to endure hallucinations of tiny biting insects for the rest of their lives.

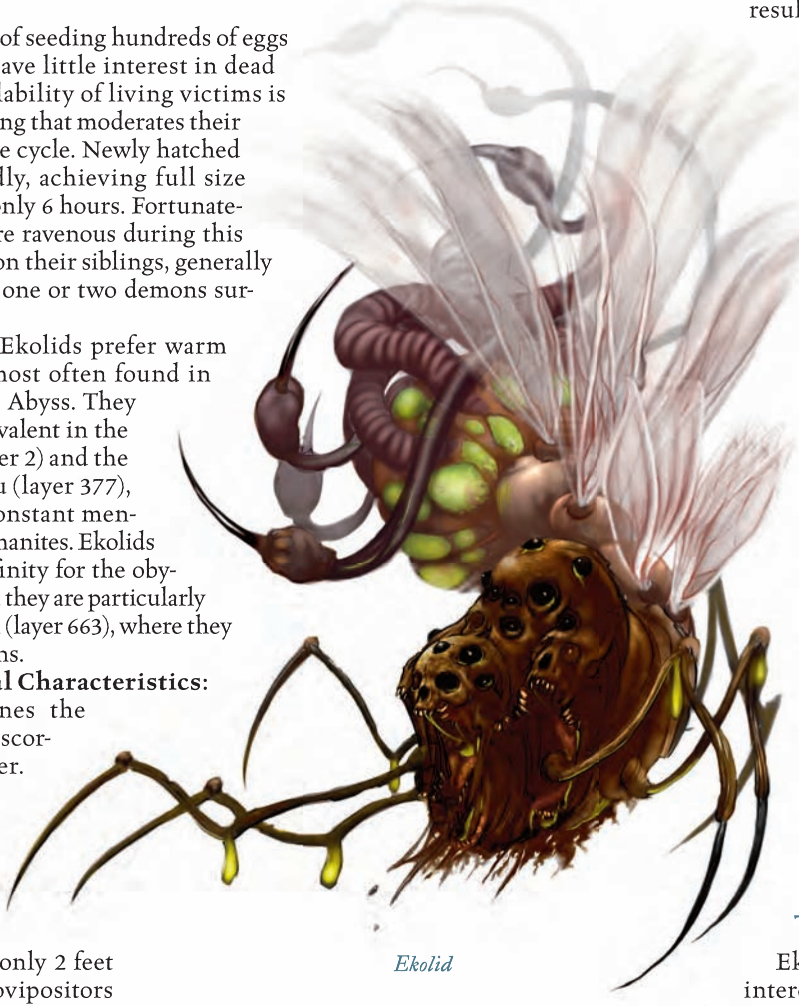
the ekolids—who are even now preparing to expand into the surrounding countryside.

ECOLOGY

Ekolids are capable of seeding hundreds of eggs in an hour. They have little interest in dead bodies, so the availability of living victims is usually the only thing that moderates their violent reproductive cycle. Newly hatched ekolids grow rapidly, achieving full size over the course of only 6 hours. Fortunately, young ekolids are ravenous during this period and feed upon their siblings, generally ensuring that only one or two demons survive to adulthood.

Environment: Ekolids prefer warm climates and are most often found in desert layers of the Abyss. They are particularly prevalent in the Driller's Hives (layer 2) and the Plains of Gallenshu (layer 377), where they are a constant menace to that layer's armanites. Ekolids have an obvious affinity for the obyrith prince Obox-ob; they are particularly common on Zionyn (layer 663), where they serve him as minions.

Typical Physical Characteristics: An ekolid combines the features of an ant, a scorpion, and a spider. Upon close observation, however, it is terrifyingly obvious that it is more than a mere insect. Although its body is only 2 feet long, its legs and ovipositors are long and spindly, making it seem much larger than it actually is. An ekolid weighs 45 pounds. Coloration ranges from brown to red, with a pale yellow underbelly and crimson mandibles. All ekolids have black eyes.



Ekolid

Illus. by T. Pendergraft

SOCIETY

Ekolids are driven by the urge to reproduce constantly, infesting non-ekolids with their eggs. The closest an ekolid comes to displaying recognizable emotion is the horrid gleeful chattering it makes while watching its young hatch from a screaming, living host.

Ekolids generally don't form societies. The most notable exception to this rule are the ekolids of Zionyn. Here, under the rule of Obox-ob, the ekolids build vast hive-cities out of the bodies of those that have served as their incubators. They coat these bodies with a resinous ooze harvested from the shuddering oceans of Zionyn, resulting in morbid cathedrals and towers of the preserved dead. An ekolid city is a nightmarish mockery of a decadent human city, with marketplaces dedicated to supplying exotic creatures to serve as incubators, vast temples dedicated to Obox-ob, and immense open-air forums where the demons can observe "performance hatchings" by powerful ekolid nobles.

Rarely, a group of Zionyn ekolids finds its way to the Material Plane, where it builds smaller scale versions of its Abyssal home. In these cases, the ekolids usually just cover the walls of existing stone structures with preserved dead, rather than using them as the primary construction materials.

TYPICAL TREASURE

Ekolids generally have no interest in treasure, leaving behind whatever their victims might have carried as they move on in search of new prey. On Zionyn, the seat of ekolid power, this is not the case. Many of the native ekolids have class levels and carry gear as appropriate for an NPC of their level.

ADVANCED EKOLIDS

Rumors of Large, Huge, or even Gargantuan ekolids with up to 54 Hit Dice persist, although if these creatures do exist, they likely dwell only in the most remote of all corners of the Abyss. These ekolids are said to be unusually dull-witted.

On Zionyn, ekolids advance by class level. Most prefer to take levels in bard, cleric, ranger, or rogue. Ekolids do not have a favored class.

GORISTRO

A towering figure strides across the blasted terrain, its splayed feet sending tremors through the ground with each step. Its overly long arms are thick as tree trunks, and it has a leering, demonic bison's head with forward sweeping horns. As it approaches, it drops to all fours, lumbering over the ground on its knuckles like a building-sized gorilla.

GORISTRO **CR 16**

Always CE Huge outsider (chaotic, evil, extraplanar, tanar'ri)
Init +3; **Senses** darkvision 60 ft., *see invisibility*; Listen +29, Spot +29
Language Abyssal

AC 29, touch 7, flat-footed 29
(–2 size, –1 Dex, +22 natural)
hp 300 (24 HD); fast healing 5; **DR** 15/cold iron or good
Immune electricity, poison
Resist acid 10, cold 10, fire 10; **SR** 27
Fort +22, **Ref** +13, **Will** +16

Speed 40 ft. (8 squares)
Melee* 2 slams +29 (3d6+28/19–20)
* Attacks include the Power Attack feat
Ranged rock +21 (2d8+12)
Space 15 ft.; **Reach** 15 ft.
Base Atk +24; **Grp** +44
Atk Options Awesome Blow, Cleave, Great Cleave, Improved Bull Rush, Improved Sunder, Power Attack
Special Actions stamp, rock throwing
Spell-Like Abilities (CL 12th):
At will—*fear* (DC 15), *levitate*, *spider climb*

Abilities Str 34, Dex 8, Con 27, Int 5, Wis 15, Cha 13
SQ powerful slam, tanar'ri traits (see page 28)
Feats Awesome Blow, Blind-Fight, Cleave, Great Cleave, Improved Bull Rush, Improved Critical (slam), Improved Initiative, Improved Natural Attack (slam), Improved Sunder
Skills Diplomacy +3, Intimidate +28, Jump +34, Listen +29, Sense Motive +29, Spot +29
Advancement 25–30 HD (Huge); 31–40 HD (Gargantuan); 41+ HD (Colossal); see text

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Powerful Slam (Ex) A goristro's slam attacks are treated as if they were two-handed weapons for purposes of applying modifiers to damage with Power Attack and from its Strength bonus.

Rock Throwing (Ex) A goristro is trained to throw rocks weighing 60 to 80 pounds. These missiles have a range increment of 150 feet.

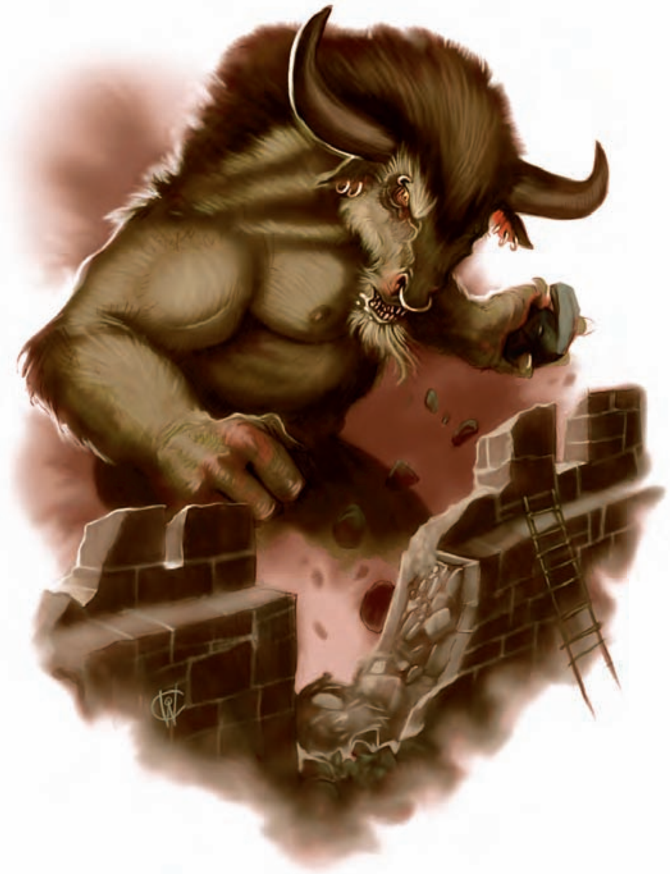
See Invisibility (Ex) A goristro constantly sees invisible creatures, as if under the effect of a *see invisibility* spell. This ability cannot be dispelled.

Stamp (Su) Up to three times per day, a goristro can produce a shock wave that sends its foes careening off-balance by stamping on the ground as a standard action. The shock wave lasts for 1 round and duplicates the effects of an *earthquake* spell in an 80-foot radius around the goristro. The goristro and others of its kind is unaffected by the earthquake.

Behemoths of the battlefield, goristros are living siege engines kept by demon lords as favored pets.

STRATEGY AND TACTICS

A goristro is incapable of subtlety and has only a rudimentary grasp of combat tactics. It charges into battle and pounds enemies with its massive fists until the fight is over, resorting to hurled boulders only when it can't easily reach creatures pestering it with ranged attacks. It uses a stamp or its *fear* spell-like ability if surrounded by more creatures than it can hit in a round.



Goristro

Illus. by W. O'Connor

SAMPLE ENCOUNTER

Goristros are often encountered as lumbering guardian pets in a more powerful demon's lair. When a demonic army marches on a fortified enclosure, a goristro or two acting as a catapult can make the difference between easy victory and a long, drawn-out siege.

The Goristro Ultimatum (EL 16): A sadistic guildmaster of a local assassins guild has managed to purchase an iron flask containing a goristro. He sends a terse demand to the local government, demanding the release of a dozen of his killers from the city dungeon by the next nightfall, or he'll use the goristro to punch a hole into the prison and let it rampage through the city. The PCs are hired to track down the guildmaster before the city is forced to release the ten imprisoned assassins.

ECOLOGY

In the wild Abyss, goristros are predators that make no distinction between food and playthings. If something moves and will fit in its mouth, a goristro eats it. Like all outsiders, a goristro does not need to eat to survive. Rather, it eats for the sheer malicious joy of consuming living prey. For this reason, a goristro has no interest in eating plant matter.

Environment: Goristros can be found anywhere in the Abyss, but are particularly common in Baphomet's Endless

Maze (layer 600) or in the Iron Wastes (layer 23), where they often inhabit the same caverns as the fiendish giants that rule that realm.

Typical Physical Characteristics: A goristro combines features of a great bear, bison, and tremendously muscular humanoid into a lumbering frame that stands 20 feet tall. Individual colors vary from dark brown to sickly greenish-yellow to purplish-gray. A goristro weighs 14,000 pounds.

SOCIETY

Left to their own devices, goristros have little ambition to be anything more than effective predators. Commanders of demonic armies value them greatly, however, not only for their value in sieges or assaults on fortified defenses but also because they can be trained to serve as traveling citadels. A goristro citadel is a platform strapped to a goristro's head and shoulders. A goristro carries this citadel as easily as an elephant might carry a palanquin. it hardly seems aware of it. These fortifications can provide cover for up to four Medium riders on a standard-sized goristro.

A goristro in the service of a demon lord always bears that demon lord's symbol, either branded or tattooed on their flesh or carved into the base of their horns. Many Abyssal powers treat their goristros as prized pets and broker deals with owners of other goristros for breeding purposes.

TYPICAL TREASURE

Goristros are too stupid to keep treasure—they are just as likely to covet a king's crown as they are a large rock that has been covered with blue paint. When a goristro is found with treasure, it is typically the hoard of a more powerful demon who uses the goristro as a guardian beast.

Standard Treasure: 980 sp, 1,100 gp, sack of flawed garnets worth 400 gp in all, *+1 animated heavy steel shield*, *dagger of venom*, *gloves of swimming and climbing*, *wand of contagion* (12 charges).

ADVANCED GORISTROS

It's unclear whether goristros have a maximum size; the largest goristro ever spotted was a 200-foot-tall, 95 HD monstrosity named Bjornganal that walked around with a small village of fiendish araneas living on its back and shoulders.

GORISTRO LORE

Characters with ranks in Knowledge (the planes) can learn more about goristros. When a character makes a successful skill check, the following lore is revealed, including the information from lower DCs.

DC	Result
22	Goristros are among the largest tanar'ri and are used as living siege engines or battle platforms by other demons.
27	Not only does a goristro possess the standard resistances and immunities of a tanar'ri but also it heals its wounds remarkably fast.
32	Goristros are capable of clambering along walls like a spider or floating up into the air using levitation. Against foes they still can't reach, they hurl massive boulders.

GUECUBU

The coppery scent of fresh blood wells up strangely in the air, despite the lack of any obvious source. At the same time, you can't shake the unsettling feeling of a forgotten nightmare—a nightmare whose meaning might save a life, if only its portent could be recalled.

GUECUBU CR 4

Always CE Medium outsider (chaotic, evil, extraplanar, incorporeal, loumara)
Init +2; **Senses** darkvision 60 ft.; Listen +10, Spot +10
Aura haunting aura (120-ft. radius, Will DC 15)
Languages Abyssal, Common; telepathy 100 ft.

AC 15, touch 15, flat-footed 13
(+2 Dex, +3 deflection)
hp 26 (4 HD); **DR** 5/cold iron or lawful
Immune acid, electricity, fire
Resist cold 10
Fort +6, **Ref** +6, **Will** +7

Speed fly 30 ft. (perfect) (6 squares)
Melee touch +6 (sleep)
Ranged thrown object +7 (2d6)
Space 5 ft.; **Reach** 5 ft.
Base Atk +4; **Grp** —
Special Actions possession, *telekinesis*

Abilities Str —, Dex 15, Con 14, Int 10, Wis 16, Cha 17
SQ incorporeal (*MM* 315), loumara traits (see page 27), natural invisibility
Feats Ability Focus (sleeping touch), Persuasive
Skills Bluff +12, Diplomacy +12, Disguise +10 (+12 acting in character), Forgery +7, Intimidate +14, Listen +10, Sleight of Hand +11, Spot +10
Advancement 5–20 HD (Medium)

Haunting Aura (Su) Outside of a host body, a guecubu's presence is unnerving and distracting. Any living creature within 60 feet of a guecubu in its natural form must succeed on a DC 15 Will save or be shaken for as long as it remains in this area. An affected creature that attempts to rest within a guecubu's haunting aura can do so but gains no benefits from sleeping and awakens fatigued, as if it had not slept at all. Once a creature makes this saving throw, it is immune to that particular guecubu's haunting aura for 24 hours.

Natural Invisibility (Su) This ability is constant, allowing a guecubu to remain invisible even when attacking. This ability is inherent and not subject to the *invisibility purge* spell.

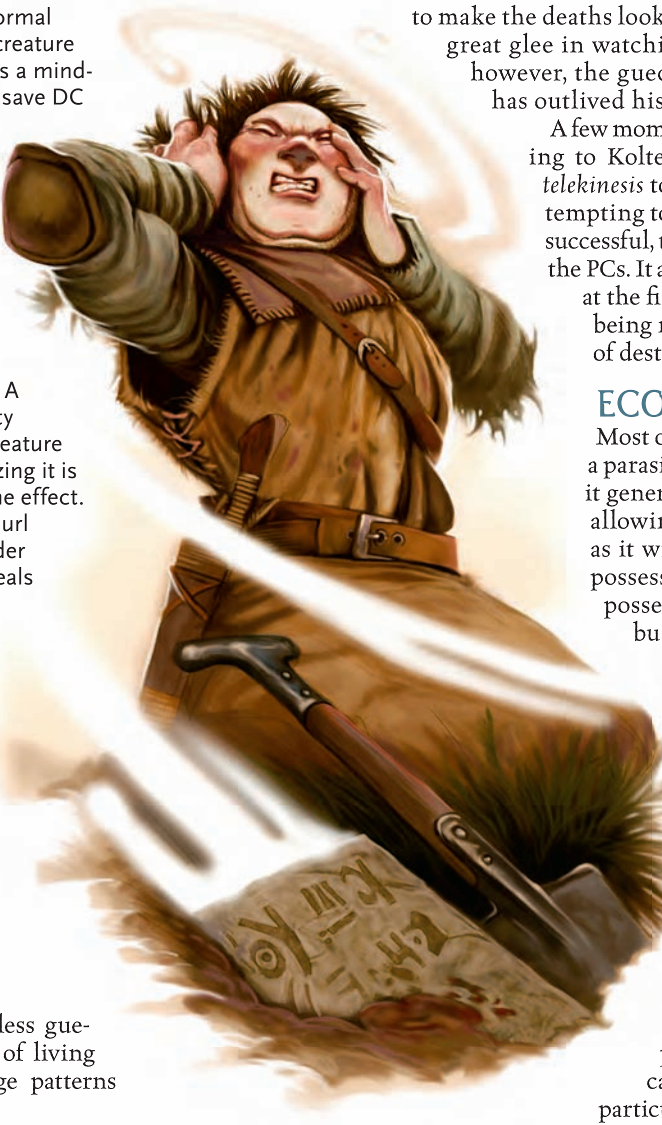
Possession (Su) A guecubu can possess any sleeping animal or humanoid. It must enter a square occupied by the sleeping creature to possess it. The victim is entitled to a DC 17 Will save to resist possession; however, a successful save does not cause the victim to awaken, nor is the victim aware of the possession attempt even after waking (although the victim can dimly recall some strange, otherworldly dream). The save DC is Charisma-based.

A guecubu can take on any of the following roles while possessing a creature: ally, controller, enemy, mutterer, or rider. See Demonic Possession, page 21, for more information.

Sleep Touch (Su) A creature touched by a guecubu in its natural form must make a successful DC 15 Will save or immediately fall into a deep sleep for 1 hour. A sleeping creature is helpless. Slapping or wounding the sleeping creature awakens it, but normal noise does not. Waking a creature is a standard action. This is a mind-affecting sleep effect. The save DC is Charisma-based and includes the +2 bonus granted by the guecubu's Ability Focus feat.

Telekinesis (Su) A guecubu can use *telekinesis* as a standard action (caster level equals the guecubu's Hit Dice, maximum 20th). A guecubu can use this ability even while possessing a creature without that creature realizing it is technically the source of the effect.

If a guecubu elects to hurl something such as a boulder or other dense object, it deals 2d6 points of damage on a hit. Weapons hurled in this manner deal damage appropriate for the weapons in question. A guecubu does not apply any Strength modifier to damage dealt by telekinetically hurled objects. Its chance to hit is equal to its base attack bonus + its Charisma modifier.



A farmer becomes possessed by a guecubu

Illus. by W. O'Connor

Using possession, the formless guecubu takes over the bodies of living creatures to advance strange patterns of murder.

STRATEGY AND TACTICS

The incorporeal guecubu has limited options in combat when not possessing a living creature. Its touch causes sleep, and its natural invisibility allows it to flit through combat without fear to reach those whose bodies it covets. Its only other mode of attack is to rely on telekinesis to hurl objects weighing up to 50 pounds through the air.

While possessing a living creature, a guecubu uses the best tactics available to that particular creature. See Demonic Possession, page 21, for options.

SAMPLE ENCOUNTER

Guecubus are always encountered alone, since each of these evil demonic spirits thinks of itself as the single true manifestation of the Abyss's will. A guecubu isn't particular about who or what it possesses.

The Haunted Soldier (EL 4): The PCs come across a muttering, glassy-eyed soldier staggering down the side of the road. The man's name is Kolten. Attempts to communicate with him meet with failure—all he does is mutter about the ghosts that killed his family. Kolten is possessed by a guecubu that killed his entire family over the course of the last week. The guecubu made sure to use *telekinesis* to make the deaths look like accidents, and has taken great glee in watching the man go insane. Now, however, the guecubu realizes that the soldier has outlived his usefulness.

A few moments after the PCs begin speaking to Kolten, the guecubu starts using *telekinesis* to attack the soldier's body, attempting to kill him. Whether or not it's successful, the guecubu moves on to follow the PCs. It attempts to possess one of them at the first likely opportunity without being noticed, so it can start its cycle of destruction anew.

ECOLOGY

Most of the time, a guecubu acts like a parasite. Once it has claimed a host, it generally assumes the role of rider, allowing its host to continue to exist as it will. Many victims of guecubu possession don't even realize they're possessed. At some point, a guecubu might strike out of boredom or crave a new host. In either case, it begins asserting itself, driving the host to commit murders and other heinous crimes until it can no longer do so.

Environment: A guecubu prefers to dwell in rural areas, where it is less likely that spellcasters capable of exorcising it from a host can interfere with its plans. On the Abyss, guecubus can be found anywhere; they are particularly numerous in the Dreaming Gulf (layer 230), where the roving dreams of dead gods drift on alien currents and sometimes open portals to the Material Plane.

GUECUBU LORE

Characters with ranks in Knowledge (the planes) can learn more about guecubus. When a character makes a successful skill check, the following lore is revealed, including the information from lower DCs.

DC	Result
14	Demonic spirits such as guecubus exist only to murder the living. They have no real desire to gather treasure, gain power, or rule nations
19	A guecubu possesses no physical body. Its presence is easily dismissed as a bad dream, symptom of fatigue, or minor hallucination.
24	Guecubus are telekinetic. Their touch can put a creature into a deep sleep.
29	A guecubu's presence can go undetected for months, even by its host.

Typical Physical Characteristics: A guecubu has no physical body. It is naturally invisible and incorporeal as a result. *True seeing* or *see invisibility* reveals a guecubu as little more than a twitching gray mass of vapor about 5 feet in diameter.

SOCIETY

Guecubus are created spontaneously in the Dreaming Gulf (layer 230), gaining life of their own as they become infused with the raw stuff of the surrounding Abyssal chaos. A newly formed guecubu might recall portions of its source dream as distant memories, but generally they are defined more by their current host than by any real personality of their own.

A guecubu's driving need is to commit murder. Guecubus believe that murders form a pattern, and that when this pattern is complete, the mystery of existence might be revealed. This belief might or might not have actual merit, but certainly guecubus believe it. The great pleasure they take in forcing their possessed hosts to kill friends and family is a testament to their cruelty.

TYPICAL TREASURE

As a bodiless creature, a guecubu without a host has little need for treasure. When a guecubu possesses a victim, that victim typically possesses gear as appropriate for his class—although after the guecubu has been in command for a length of time, the creature's possessions takes a turn for the macabre as it starts to collect trophies from its murdered victims.

LILITU

This demon could easily be mistaken for a beautiful woman at a glance, a lithe and graceful figure destined to inflame desire in those around her. A closer look, however, reveals sharp talons, vacant white eyes, and cloven feet, distorting and perverting that beauty into something far more disturbing. Burnt and broken fragments of wings protrude from her back, and her four writhing, ten-foot-long, sting-tipped tails give testament to her ruinous nature.

LILITU — CR 12

Always CE Medium outsider (chaotic, evil, extraplanar, tanar'ri)
Init +8; **Senses** darkvision 60 ft.; Listen +22, Spot +22
Languages Abyssal, Common; telepathy 100 ft.

AC 26, touch 18, flat-footed 18
(+8 Dex, +8 natural)
hp 119 (14 HD); **DR** 10/cold iron or good
Immune electricity, poison
Resist acid 10, cold 10, fire 10; **SR** 23
Fort +13, **Ref** +17, **Will** +14
Weakness divine magic

Speed 40 ft. (8 squares)
Melee 4 stingers +22 (1d4+3 plus poison) and 2 claws +20 (1d6+1)
Space 5 ft.; **Reach** 5 ft. (10 ft. with stingers)
Base Atk +14; **Grp** +17
Special Actions Combat Reflexes, lilitu's gift
Cleric Spells Prepared (CL 9th):
5th—*lesser planar binding*^{D}, *mass cure light wounds*, *plane shift* (DC 25), *raise dead*
4th—*confusion*^{D} (DC 24), *cure critical wounds* (2), *freedom of movement*, *imbue with spell ability*
3rd—*bestow curse* (DC 23), *cure serious wounds* (3), *dispel magic*, *nondetection*^{D} (DC 23)
2nd—*cure moderate wounds* (4), *demoncall*^{D}*, *enthrall* (DC 22), *hold person* (DC 22), *silence* (DC 22)
1st—*command* (DC 21), *cure light wounds* (4), *demonflesh*^{D}*, *divine favor*, *shield of faith*
0—*cure minor wounds* (4), *detect magic*, *mending*
D: Domain spell. Domains: Demonic, Trickery.
* New spell described in Chapter 4.
Spell-Like Abilities (CL 14th):
At will—*charm monster* (DC 24), *detect good*, *detect thoughts* (DC 22), *disguise self* (DC 21, no limit on duration), *fly*, *suggestion* (DC 23), *greater teleport* (self plus 50 pounds of objects only), *sending*, *tongues*
1/day—*dominate person* (DC 25), quickened *suggestion* (DC 23), *symbol of persuasion* (DC 26)

Abilities Str 17, Dex 26, Con 18, Int 19, Wis 20, Cha 30
SQ item use, mock divinity, shroud alignment, tanar'ri traits (see page 28)
Feats Combat Reflexes, Dark Speech*, Persuasive, Quicken Spell-Like Ability (*suggestion*), Weapon Finesse
* New feat described on page 85
Skills Bluff +29, Concentration +21, Diplomacy +31, Disguise +27 (+29 acting), Forgery +21, Heal +22, Intimidate +31, Knowledge (religion) +21, Listen +22, Perform (any one) +27, Sense Motive +22, Spot +22
Advancement by character class; **Favored Class** cleric; see text

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Item Use (Ex) A lilitu can use any magic item as though she had successfully used the Use Magic Device skill.

Lilitu's Gift (Su) Once per day, a lilitu can embrace a willing or helpless living creature as a standard action and grant it a +2 profane bonus to Charisma and a +2 profane bonus on saving throws. The effect persists for 24 hours or until the target creature is affected by a *dispel chaos*. Until the gift expires or is removed, the affected creature radiates chaos as if his alignment were chaotic. Moreover, its natural weapons, as well as any weapons it wields, are treated as chaotic-aligned for the purpose of bypassing damage reduction.

As long as the character possesses the gift, the lilitu's name (written in Abyssal) appears as a tattoo somewhere on the character's body. Most lilitu take pains to place this mark somewhere that's easily hidden. The recipient of a lilitu's gift cannot see his own tattoo. As long as the gift remains active, the lilitu can monitor the character's condition and location as if she had placed a *status* spell on that character. She can communicate telepathically with the character at all times, despite any intervening distance (even across planes), and by concentrating can observe the world around the character as if she were there in his place. Lilitus often use this ability to influence and trick a character into performing chaotic or evil acts. Accepting a lilitu's gift is a chaotic act and could have repercussions on the recipient's alignment.

A creature can resist gaining a lilitu's gift by making a DC 27 Will save. The save DC is Charisma-based.

Mock Divinity (Ex) A lilitu casts spells as a 9th-level cleric, except that she uses her Charisma score to determine bonus spells per day and spell saving throw DCs. She has access to the spheres of Demonic and Trickery. She cannot spontaneously cast *cure* or *inflict* spells, nor can she turn or rebuke undead.

Poison (Su) Stinger—Injury, Fortitude DC 21, 2d6 Wis/1d4 negative levels. The save DC is Constitution-based.

Shroud Alignment (Ex) Spells and spell-like abilities that have the good descriptor treat a lilitu as if her alignment was good. Magic items are similarly fooled.

Vulnerable to Divine Magic (Ex) A lilitu's heretical nature renders her particularly susceptible to divine magic. She makes all saving throws against divine magic at a –2 penalty, and checks to overcome her spell resistance with a divine spell gain a +4 sacred bonus.

The sly and seductive lilitus are masters of mocking the divine. They infiltrate temples, corrupt priests, and slowly convert their victims to the worship of the demon lords.

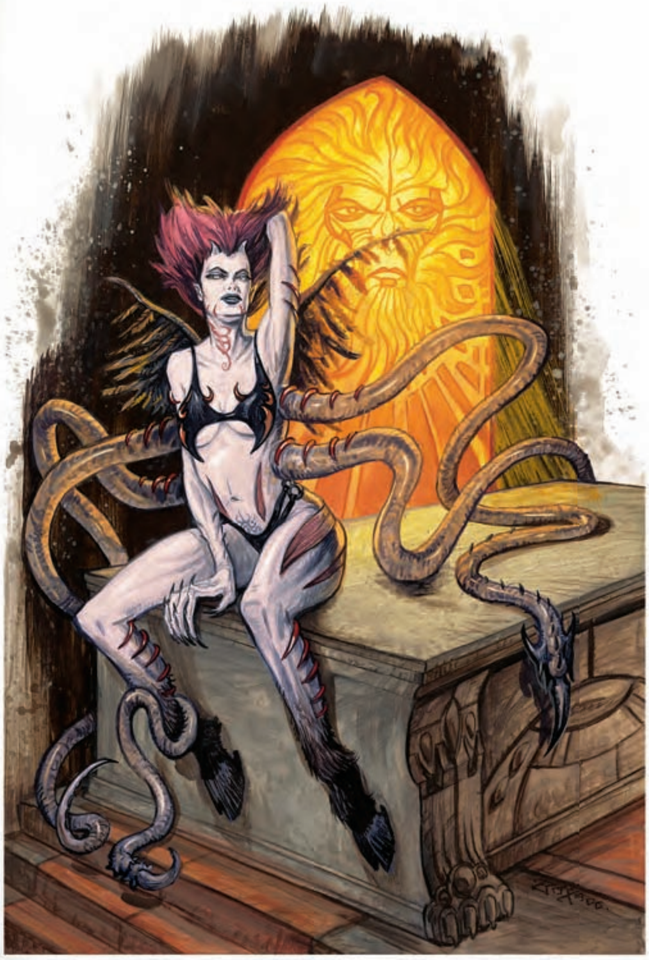
STRATEGY AND TACTICS

Like her lesser succubus kin, a lilitu prefers to avoid direct physical confrontations, relying on dominated minions or other allies who don't realize her true nature to rise to her defense. She remains at range, using her cleric spells or her spell-like abilities to support her allies. Given the time, she always has *fly* and *freedom of movement* in effect on herself before combat begins.

The first three rounds of combat are always augmented with quickened suggestions. Lilitus are particularly fond of suggesting armored characters quickly remove their armor so she can get a better look at them, or suggesting to divine spellcasters that their holy symbols and other religious paraphernalia has been corrupted by her presence and should be hurled away immediately.

Unlike a succubus, a lilitu is a fairly competent melee combatant. If forced into melee, a lilitu reverts to her true form and uses her stingers and claws against the nearest cleric, paladin, or other divine spellcaster, saving other targets for last.

Illus. by T. Baxa



Lilitu

SAMPLE ENCOUNTER

Lilitus do not usually enjoy the company of their own kind, finding them abrasive and off-putting. They regularly cavort with other kinds of demons, especially the more ambitious ones.

The Secret Library (EL 18): A 6th-level lilitu cleric named Ayarani made an exciting discovery while tormenting a priest of Wee Jas—namely, that the great cathedral of Wee Jas in the nation's capital city houses a secret library. That library is reputed to contain a map leading to a hidden vault, in which is stored the legendary *Staff of Fraz-Urb'luu*. After killing that cleric, Ayarani managed to infiltrate the great cathedral of Wee Jas, posing as a new cleric. She is slowly working her way into a position of power in the church, since only the high priest knows the route through the heavily guarded and trapped library. The PCs could learn of Ayarani's presence in the church as she begins corrupting its clergy in an attempt to get to the library below.

ECOLOGY

Lilitus subsist on the profane joys of corrupting priesthoods and twisting the worship of the faithful to that of a particular demon lord. Their natures shield them from most forms of magical detection, and their ability to pose as powerful clerics goes a long way toward allowing them to gain an impressionable town's gratitude.

A lilitu is born from the ashes of a slain succubus. The ritual of transformation and ascension to lilitu form is different for each succubus but always involves a decadent and shocking ritual that culminates in the sacrifice of an entire congregation of faithful worshipers who believe they are worshiping a benign deity. The succubus must be able to cast divine spells and must lead the ritual (which is usually disguised to resemble a harvest ritual) to its climax—the burning of the church and its faithful in a fire set from a portal opened to one of the deepest furnaces of the Abyss. Typically, this portal is created by means of a *gate* (usually a spell cast by the succubus from a scroll). The succubus's body is consumed in a blast of supernaturally hot fire, but she is reborn from the ashes as a lilitu.

Environment: Lilitus can be encountered anywhere on the Abyss. On the Material Plane, they prefer urban regions where they can blend into crowds to more easily work their corruptions on religious society.

Typical Physical Characteristics: A lilitu's true form is a disturbing cross between a beautiful humanoid woman and a cruel demonic creature. It loses its wings in the transformation from succubi to lilitu, but retains burnt and ragged tatters that protrude from its shoulders. A lilitu stands 6 feet tall and weighs 125 pounds.

SOCIETY

A lilitu spends much of her time in an assumed form, usually that of a specific attractive humanoid who plays an increasingly important role in the local religious scene. Once she has corrupted a particular temple and its faithful to the worship of a demon lord, she leaves the temple in the able hands of a dominated minion and moves on to her next target. Over time, a lilitu creates a vast network of interconnected cults, outwardly worshiping different deities but in actuality paying homage to one of the rulers of the Abyss. She might need to teleport back and forth to renew dominations, but eventually her minions succumb to her influence so completely that when they learn the truth about their faith, they accept it gladly.

Lilitus regard other lilitus as competition, even if they are working for the same demon lord. A lilitu that learns of another's proximity turns all her resources to that interloper's destruction. Lilitus treat succubi with similar disdain, since any succubus can become a lilitu, given time. Most lilitus ascribe to the "kill them before they become trouble" approach to dealing with succubi. Some lilitus have even been known to hire adventurers to hunt down and destroy succubi—they take delight in the delicious irony of a group of do-gooders unknowingly working for an evil greater than that which they are sent to end.

Lilitus who have proven their worth on the Material Plane often serve demon lords as favored diplomats, messengers, spies, and assassins. They get along well enough with most other kinds of demons and are particularly fond of glabrezus.

TYPICAL TREASURE

A lilitu usually carries magical gear and equipment appropriate for an NPC of a level equal to her CR. For standard lilitus, this amounts to 27,000 gp in gear. You should customize a lilitu's gear to match what clerics normally own in your campaign. A sample selection of gear follows (the items listed here are not calculated into the lilitu's statistics above).

Standard Treasure: *+1 glamered chain shirt*, masterwork weapon associated with current disguised faith, *pearl of power* (3rd), *amulet of mighty fists +1*, *incense of meditation*, elixir of truth, miscellaneous jewelry worth 3,000 gp.

ADVANCED LILITUS

All lilitu clerics worship one of the demon lords (most of them worship Graz'zt or Malcanthet). Lilitus also make excellent bards and sorcerers; those that reach a level that grants access to 2nd-level arcane spells often start taking levels in mystic theurge. Many lilitus instead progress as thaumaturgists, swapping out their Persuasive feat for Spell Focus (conjuration).

LILITU LORE

Characters with ranks in Knowledge (the planes) can learn more about lilitus. When a character makes a successful skill check, the following lore is revealed, including the information from lower DCs.

DC	Result
24	A lilitu takes great delight in corrupting priests into unknowing worshipers of demon lords.
29	Lilitus have poisonous stingers that cloud the senses and leech away life energy.
34	A lilitu can grant a boon to a mortal creature that augments beauty, eloquence, and personal magnetism while also increasing health, reflexes, and willpower.
39	Lilitus are masters of trickery and can pose as clerics with such skill that even magic cannot reveal their deception.

MANE

This three-foot-tall humanoid is bloated with rot and rancid gas. Maggots squirm in the sores on its pasty gray flesh. Its filmy white eyes show the barest sign of sentience, and its claws and jagged teeth betray its feral nature.

MANE **CR 1**

Always CE Small outsider (chaotic, evil, extraplanar, tanar'ri)
Init +0; **Senses** darkvision 60 ft.; Listen –4, Spot –4
Languages telepathy 100 ft.

AC 14, touch 11, flat-footed 14
(+1 size, +3 natural)
hp 6 (1 HD); **DR** 5/cold iron or good
Immune electricity, poison
Resist acid 10, cold 10, fire 10
Fort +4, **Ref** +2, **Will** –2

Speed 20 ft. (4 squares)
Melee 2 claws +2 (1d3) and bite +0 (1d4)
Base Atk +1; **Grp** –3

Abilities Str 10, Dex 10, Con 14, Int 3, Wis 3, Cha 3
SQ acidic cloud, tanar'ri traits (see page 28)
Feats Multiattack
Skills Climb +4, Hide +8, Jump +4, Move Silently +4
Advancement see text

Acidic Cloud (Su) When a mane dies, it dissolves into a cloud of noxious vapor. Anyone within 10 feet of a slain mane who fails a DC 12 Reflex save takes 1d6 points of acid damage.

Simpering and pitiful, the mane is the lowest of the low, a feeble tanar'ri formed directly from the soul of an evil creature sent to the Abyss.

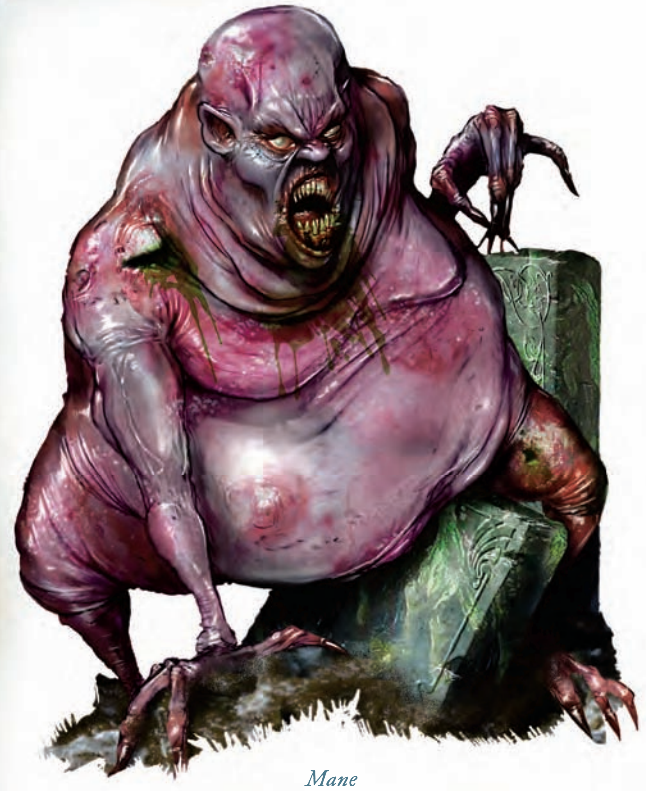
STRATEGY AND TACTICS

Manes are nearly mindless demons devoted to savagery and fury. They obey the commands of any demons more powerful than themselves, including blindly plunging into battle, heedless of any danger. They are slow, stupid, and largely ineffective combatants, but in large groups they make good use of swarm tactics.

SAMPLE ENCOUNTER

On many layers the Abyss, manes are encountered in staggering numbers. Fortunately for their adversaries, these demons are usually encountered in smaller packs of six to fifteen individuals.

The Traveling Corpse (EL 4): The wizard Nelarak discovered the formula for becoming a lich late in his bitter and lonely life. Aged past the point where he could walk, he relied on a troop of five enslaved manes for transport; the five demons carried his large overstuffed throne when he needed to travel. He died in this chair after ordering his demon slaves to bring him to a nearby necropolis so he could study hidden secrets there. Without further orders, his minions have wandered the broken hills and woodlands aimlessly, carrying their load and defending it from anything that tries to come too near. Nelarak's wandering throne now approaches a small village. When it arrives, who knows what mayhem the five demons might sow?



Mane

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ECOLOGY

Manes are the chaff and rabble of the Abyss, contributing nothing but their own pitiful hate to the surrounding environs.

Environment: Manes can appear anywhere in the Abyss. They are sold as slaves or food in Abyssal cities, hunted by more powerful demons for sport, or simply left to wander aimlessly, seeking an end to their horrid non-lives.

Typical Physical Characteristics: A mane stands 3 feet tall. Despite its bloated appearance, it is surprisingly light, weighing only 15 pounds.

SOCIETY

Manes travel in gibbering, snarling hordes when not given a higher purpose by more powerful demons. Although physically weak, their hatred drives them to attack anything that isn't a demon. Among the demon lords, they are viewed as a widely used, expendable fighting force. Many demon armies contain vast mobs of thousands of manes used to wash over an opposing force, much in the same way a controlled fire can be used to assault a large army.

MANE LORE

Characters with ranks in Knowledge (the planes) can learn more about manes. When a character makes a successful skill check, the following lore is revealed, including the information from lower DCs.

DC	Result
11	Manes are the lowest form of demonic life, the transformed physical shell of a chaotic evil mortal's soul after it reaches the Abyss.
16	Manes are often used as currency between evil spellcasters and evil outsiders.
21	A mane is a feeble combatant, but it bursts into a burning cloud of acidic vapor when slain.

TYPICAL TREASURE

Manes do not understand the concept of treasure and do not carry such with them.

ADVANCED CREATURE

Manes do not advance in the standard manner. Rather, they are occasionally transformed into more powerful demons (usually at the whim of the Abyss). Once in a great while, a particularly cruel or unusually intelligent mane catches the eye of a powerful demon that engineers the mane's "promotion" to a more powerful tanar'ri. There is no order to these transformations; a mane could be turned into a lowly rutterkin, or it could reform as a more powerful demon, such as a vrock. A mane only rarely retains shattered fragments of its memories as a mortal, yet those creatures are the most likely to ascend to higher forms of demonic life. In the most despicable and cruel of these cases, a mane can eventually rise to become a powerful tanar'ri, such as a molydeus or balor.

MOLYDEUS

The fiend stands 12 feet tall and wields a massive greataxe carved with jagged runes and a glittering red ruby set into the base of its shaft. The demon has crimson skin, clawed hands, and the head of a leering demonic hyena with silver eyes and great slavering fangs. A writhing snake protrudes from the side of the demon's neck, coiling and hissing menacingly.

MOLYDEUS — CR 19

Always CE Large outsider (chaotic, evil, extraplanar, tanar'ri)
Init +10; **Senses** all-around vision, darkvision 60 ft., true seeing; Listen +29, Spot +29
Languages Abyssal, Auran, Celestial, Common, Draconic, Ignan, Infernal; telepathy 100 ft.

AC 40, touch 17, flat-footed 33
(–1 size, +6 Dex, +18 natural, +4 armor, +3 deflection)
hp 275 (19 HD); fast healing 30; **DR** 15/cold iron and good
Immune electricity, poison
Resist acid 10, cold 10, fire 10; **SR** 30
Fort +21, **Ref** +17, **Will** +18; evasion

Speed 40 ft. (8 squares)
Melee *+1 dancing vorpal cold iron greataxe* +28/+23/+18/+13 (3d6+14/19–20/×3) and
bite +25 (2d6+4) and
bite +25 (1d6+4 plus poison) or
Melee *+1 dancing vorpal cold iron greataxe* +28/+23/+18/+13 (3d6+14/19–20/×3) and
2 claws each +27 (1d6+9) and
bite +25 (2d6+4) and
bite +25 (1d6+4 plus poison)
Space 10 ft.; **Reach** 10 ft.
Base Atk +19; **Grp** +32
Atk Options Combat Expertise, Improved Trip, Improved Disarm
Special Actions piercing strike, snakebite, *summon tanar'ri*
Combat Gear *horn of blasting*

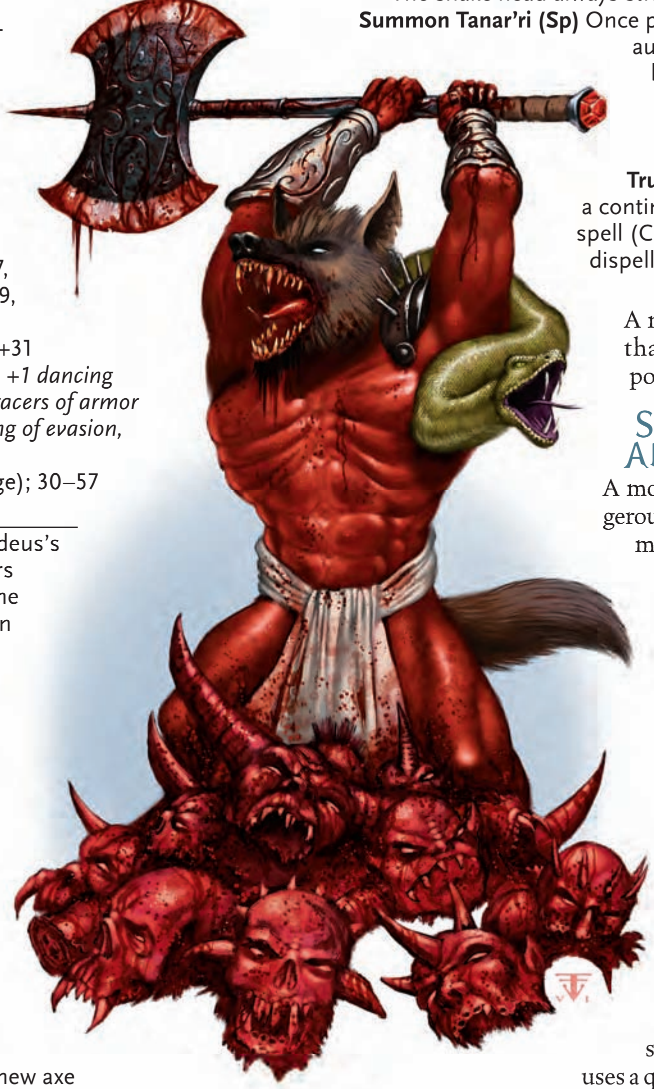
Spell-Like Abilities (CL 19th):
At will—*baleful polymorph* (DC 24), *blasphemy* (DC 26), *blindness/deafness* (DC 20), *charm person* (DC 20), *fear* (DC 23), *fly*, *greater dispel magic*, *invisibility*, *greater teleport* (self plus 50 lb. of objects only), *suggestion* (DC 22), *telekinesis* (DC 24), *vampiric touch* (+27 melee touch)
7/day—*dimensional lock*, *lightning bolt* (DC 22)
3/day—quickened *telekinesis* (DC 24)
1/day—*trap the soul* (DC 28)

Abilities Str 28, Dex 22, Con 30, Int 21, Wis 24, Cha 28
SQ all-around vision, evasion, tanar'ri traits (see page 28)
Feats Combat Expertise, Improved Critical (greataxe), Improved Disarm, Improved Initiative, Improved Trip, Multiattack, Quicken Spell-Like Ability (*telekinesis*), Track^{B}
Skills Bluff +31, Concentration +32, Diplomacy +35, Forgery +27, Intimidate +33, Knowledge (any one) +27, Knowledge (the planes) +27, Listen +29, Search +27, Sense Motive +29, Spot +29, Survival +29 (+31 to follow tracks), Use Magic Device +31
Possessions combat gear plus *+1 dancing vorpal cold iron greataxe*, *bracers of armor +4*, *ring of protection +3*, *ring of evasion*, gems worth 1,000 gp
Advancement 20–29 HD (Large); 30–57 HD (Huge)

All-Around Vision (Ex) A molydeus's snake head constantly peers in all directions, granting the demon a +4 racial bonus on Search and Spot checks. A molydeus can't be flanked.

Dancing Vorpal Axe (Ex) A molydeus's *+1 dancing vorpal cold iron greataxe* is an extension of its being. If the molydeus is slain, its axe melts away into ichor. A molydeus whose axe is destroyed can manifest a new one by taking part in an 8-hour ritual on the Woeful Escarand (layer 400), where it uses manes as the raw materials to forge a new axe. Once the new axe is created, the previous axe (or its remains) melts away.

Piercing Strike (Su) A molydeus can strike through many forms of damage reduction with its weapons. The first time it strikes a foe, damage reduction applies normally to the blow. All following strikes automatically ignore damage reduction, save for damage reduction that requires a specific material (such as silver, cold iron, or adamantine) to bypass, epic damage reduction, or damage reduction that doesn't allow any form of bypass (such as that granted to barbarians).


Molydeus

Poison (Su) Snake bite—Injury, Fort DC 29, 2d6 Con drain/2d6 Con drain. A creature reduced to 0 Constitution by this poison immediately transforms into a mane. Only a *miracle* or *wish* can reverse this transformation. Molydeus venom is supernaturally potent and can harm creatures normally immune to poison (including those under the effects of spells such as *neutralize poison* or *heroes' feast*, but not constructs, oozes, plants, or undead). Against such creatures, its effects are reduced to 1d6 Con for both initial and secondary damage.

Snakebite (Ex) A molydeus's snake head can strike independently of the demon's other actions. It can make a bite attack as a free action once per round while the molydeus takes any other standard or full-round action. The snake head always strikes as a secondary attack.

Summon Tanar'ri (Sp) Once per day, a molydeus can automatically summon 1d6 babaus, 1d4 chasmes, or one marilith. This ability is the equivalent of a 9th-level spell (CL 19th).

True Seeing (Su) A molydeus has a continuous true seeing ability, as the spell (CL 19th). This ability cannot be dispelled.

A molydeus is a powerful tanar'ri that serves as an enforcer for a powerful demon lord.

STRATEGY AND TACTICS

A molydeus is one of the most dangerous and ruthless tanar'ri, feared by many even more than the dreaded balor. A molydeus always enters combat with *fly* and *invisibility* in effect if it can, and makes sure to place a *dimensional lock* in the combat arena to prevent creatures from escaping by the use of *teleport*. A molydeus is fearless in combat, trusting its fast healing, spell resistance, and damage reduction to protect it from anything its enemies might use against it.

Once in melee range, a molydeus activates the dancing quality of its axe, which makes a full attack action. Its snake head bites as well, and it uses a quickened *telekinesis* to try to disarm any weapons wielded by its enemies (with a preference for disarming cold iron weapons). Over the next three rounds it repeats these actions, adding spell-like abilities (*blasphemy*, *lightning bolt*, and *baleful polymorph*, in that order). Note that a molydeus's Concentration bonus is high enough that it automatically makes any check to use spell-like abilities in combat.

SAMPLE ENCOUNTER

A molydeus is almost always encountered alone or with a troupe of weaker demons; it is a rare event in which a

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molydeus is forced to confront another of its kind. A molydeus encountered away from its home is almost always hunting a particular quarry, be it a rogue demon or a powerful mortal that has insulted a demon lord. Some powerful spellcasters have the hubris to try using *gate* spells to call a specific molydeus to do their bidding. These spellcasters are well advised to have powerful assistance at hand, for a molydeus does not suffer taking orders from anything other than the demon lords themselves.

Abyssal Bounty Hunter (EL 20): Zuthnagoti is a grizzled molydeus that has served Graz'zt for centuries. Recently, the Dark Prince betrayed Zuthnagoti and left him to die at the hands of a group of three mariliths in the service of Pale Night. Zuthnagoti survived the battle and fled to the Material Plane through a one-way portal. He emerged in a swampland dominated by a large tribe of lizardfolk. Zuthnagoti has gathered these tribes under his command and plans to use them to wage war against the nearby human nations, hoping to gather enough slaves and resources to return to the Abyss and exact revenge on his former master by pledging his army's service to Orcus or Demogorgon.

ECOLOGY

Sometimes a molydeus is assigned to eliminate a particular threat. More often, however, a molydeus simply wanders the Abyss searching for conscripts, Blood War deserters, or unwelcome intruders, meting out punishment as it sees fit. Molydei serve as generals for demon lords, and on some layers of the Abyss they rule vast nations of demons as if they were themselves lords.

Environment: Molydei are found throughout the Abyss, although they are by no means numerous. A single layer might have one molydeus demon.

Typical Physical Characteristics: A molydeus stands 12 feet tall and weighs 1,500 pounds.

SOCIETY

When not hunting rogue demons or other interlopers, a molydeus relaxes at its Abyssal fortress, basking in the glory of its past victories. Other demons fear it, if not for its ability to punch through damage reduction with ease then for the fact that its venom can poison even other demons. The threat of transformation into a mane is one of the few shared fears among demonkind, and no creature causes it more than the molydeus.

MOLYDEUS LORE

Characters with ranks in Knowledge (the planes) can learn more about molydei. When a character makes a successful skill check, the following lore is revealed, including the information from lower DCs.

DC	Result
29	Molydei are comparable to the balors in power. They police the Abyss, slaughtering troublesome lesser demons. Some serve as generals in Abyssal armies.
34	A molydeus fights with a dancing vorpal axe made of cold iron, and its strikes can penetrate most forms of damage reduction.
39	A molydeus heals at a phenomenal rate until slain.
44	The poison of a molydeus's snake head is virulent enough to harm creatures normally immune to poison. Those slain by this vile poison are transformed into manes.

TYPICAL TREASURE

Molydei collect vast amounts of treasure over their immortal lives. Although much of this treasure is spent on bribes and other forms of upkeep for their Abyssal holdings, they usually keep enough on their person to satisfy their greed and to augment their already impressive abilities. All molydei demons own a *+1 dancing vorpal cold iron greataxe*. These axes are always set with at least one large ruby worth at least 20,000 gp that the demon uses for its *trap the soul* spell-like ability. These axes are as much a symbol of their power as they are weapons; a molydeus that loses its axe spares no expense tracking it down and reclaiming it. Since a molydeus generally has quadruple the normal treasure for a creature of its CR, it usually owns additional gear worth a total 80,000 gp and ready cash and art objects at its Abyssal lair worth 20,000 gp.

Standard Treasure: *+1 dancing vorpal cold iron greataxe, ring of protection +3, ring of evasion, bracers of armor +4, horn of blasting*, 1,000 gp in gems.

The molydeus's statistics given above incorporate everything from this list.

NABASSU

The demon's body is tall and sinewy. The head is long, with small horns and ears like a bat's. Its teeth are practically tusks, set in a mouth that seems too large for its head. Its eyes glow with a hateful yellow light. Its long fingers end in equally long talons, and scales cover its wings and skin. Tufts of black fur stud the tops of its shoulders. The demon's back and arms are dull black, while the chest and belly are a sickly dirty gray.

JUVENILE NABASSU — CR 5

Always CE Medium outsider (chaotic, evil, extraplanar, tanar'ri)
Init +6; **Senses** darkvision 60 ft.; Listen +10, Spot +10
Languages Abyssal, Common; telepathy 100 ft.

AC 18, touch 12, flat-footed 16
(+2 Dex, +6 natural)
hp 52 (5 HD); **DR** 5/cold iron or good
Immune electricity, poison
Resist acid 10, cold 10, fire 10; **SR** 16
Fort +10, **Ref** +6, **Will** +8

Speed 40 ft. (8 squares), fly 60 ft. (average)
Melee bite +11 (1d8+6) and
2 claws +6 (1d4+3)
Space 5 ft.; **Reach** 5 ft.
Base Atk +5; **Grp** +11
Atk Options sneak attack +2d6
Special Actions death-stealing gaze, feed
Spell-Like Abilities (CL 5th):
At will—*darkness, obscuring mist*

Abilities Str 22, Dex 14, Con 22, Int 14, Wis 15, Cha 17
SQ camouflage, tanar'ri traits (see page 28)
Feats Improved Initiative, Iron Will
Skills Bluff +11, Concentration +14, Diplomacy +5, Hide +10 (+18 in underground or barren environments), Intimidate +13, Jump +16, Knowledge (local) +10, Listen +10, Move Silently +10, Spot +10, Tumble +12
Advancement 6–14 HD (Medium); see text

Camouflage (Ex) A juvenile nabassu has the ability to change the coloration of its flesh between various shades of black, gray, and brown. As a result, it gains a +8 circumstance bonus on Hide checks made in underground or barren environments.

Death-Stealing Gaze (Su) 30 feet, Fort DC 15 negates, bestows 1 negative level. Any humanoid creature drained to 0 levels by the juvenile nabassu's death-stealing gaze dies and is immediately transformed into a ghoul (*MM* 119) under the nabassu's permanent command. The death-stealing gaze has no effect on creatures that are not humanoids. The save DC is Charisma-based.

Feed (Su) A juvenile nabassu can feed on the body of a helpless living humanoid, devouring both its flesh and life force. To do so, the nabassu makes a coup de grace attack against the humanoid creature; this provokes an attack of opportunity from any creatures that threaten it. If the victim is slain by the coup de grace, a significant physical portion of its body is eaten by the nabassu while the remaining portions quickly rot away to a foul-smelling paste. This prevents any form of raising or resurrection that requires part of the corpse. A *wish*, *miracle*, or *true resurrection* can restore a devoured victim to life.

For every three humanoids the juvenile nabassu devours in this fashion, it gains the following benefits:

+1 profane bonus on attack rolls, saving throws, skill checks, and ability checks

+5 hit points

+1 profane bonus to its natural armor

+1 effective level (whenever the nabassu's level is used in a die roll or calculation, increase it by 1)

A juvenile nabassu that devours 30 humanoids in this fashion loses the above benefits and instantly transforms into a mature nabassu (see below for statistics). On its next turn, the newly matured nabassu plane shifts back to the Abyss with any items currently in its possession, abandoning its ghoul minions.

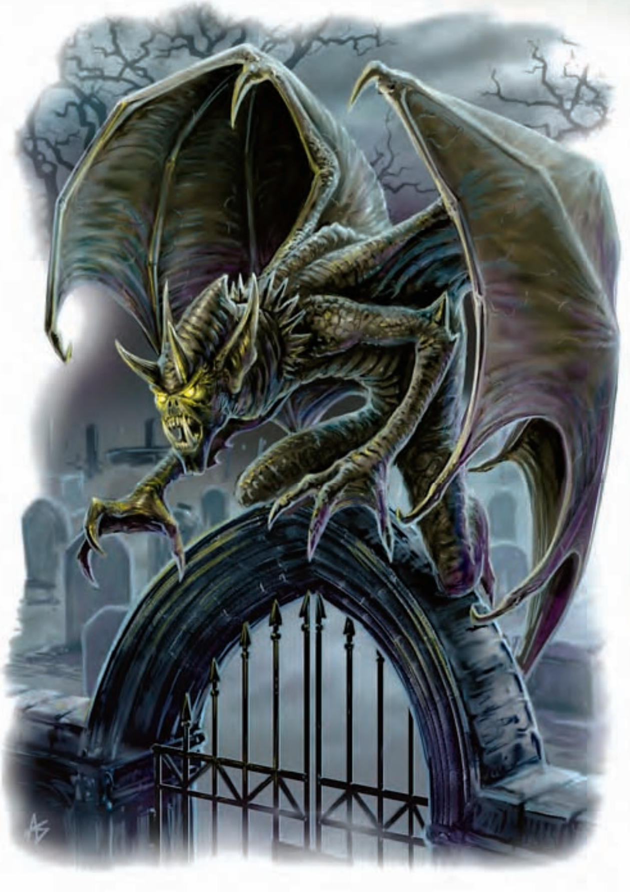
Sneak Attack (Ex) A juvenile nabassu can make a sneak attack as a rogue, dealing an extra 2d6 points of damage whenever a foe is denied his or her Dexterity bonus, or when the juvenile nabassu is flanking.

MATURE NABASSU CR 15

Always CE Medium outsider (chaotic, evil, extraplanar, tanar'ri)
Init +9; **Senses** darkvision 60 ft.; Listen +23, Spot +23
Languages Abyssal, Common; telepathy 100 ft.

AC 31, touch 15, flat-footed 26
(+5 Dex, +16 natural)
hp 202 (15 HD); regeneration 5; **DR** 10/cold iron or good
Immune electricity, poison
Resist acid 10, cold 10, fire 10; **SR** 26
Fort +20, **Ref** +14, **Will** +16

Speed 40 ft. (8 squares), fly 90 ft. (good)
Melee bite +24 (2d8+9/19–20) and 2 claws +19 (1d8+4)
Space 5 ft.; **Reach** 5 ft.
Base Atk +15; **Grp** +24
Atk Options sneak attack +6d6
Special Actions death-stealing gaze, feed, *summon tanar'ri*, vampiric link
Spell-Like Abilities (CL 15th):
At will—*darkness*, *enervation* (+20 ranged touch), *ethereal jaunt*, *greater dispel magic*, *greater teleport* (self plus 50 pounds of objects only), *hold monster* (DC 20), *obscuring mist*, *silence* (DC 18), *true seeing*, *unholy aura* (DC 24), *unholy blight* (DC 20)
3/day—*blasphemy* (DC 23), *energy drain* (+20 melee touch; DC 25)



Nabassu

Illus. by A. Stokes

Abilities Str 28, Dex 20, Con 28, Int 20, Wis 21, Cha 23
SQ camouflage, tanar'ri traits (see page 28)
Feats Ability Focus (death-stealing gaze), Combat Casting, Great Fortitude, Improved Critical (bite), Improved Initiative, Iron Will
Skills Balance +7, Bluff +24, Concentration +27, Diplomacy +8, Gather Information +8, Hide +23 (+31 in underground or barren environments), Intimidate +26, Jump +15, Knowledge (arcana) +23, Knowledge (local) +23, Knowledge (religion) +23, Knowledge (the planes) +23, Listen +23, Move Silently +23, Spot +23, Tumble +25, Use Magic Device +24
Advancement 16–19 HD (Medium); 20–29 HD (Large); 30–45 HD (Huge); see text

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Camouflage (Ex) As the juvenile nabassu (see above).

Death-Stealing Gaze (Su) 30 feet, Fortitude DC 25, bestows 1d4 negative levels. Any humanoid creature drained to 0 levels by a mature nabassu's death-stealing gaze dies and is immediately transformed into a ghoul (*MM* 119) under the nabassu's permanent command. The death-stealing gaze has no effect on creatures that are not humanoids.

As a standard action, a nabassu can actively use its gaze to kill a single creature within range, regardless of the creature's type. A creature that fails the DC 25 Fortitude save against this killing gaze is immediately slain. This is a death effect.

The save DC for either version of the gaze is Charisma-based and includes the +2 bonus from the nabassu's Ability Focus feat.

Feed (Su) A mature nabassu can feed on the body of a helpless living humanoid, devouring both its flesh and life force. To do so, the nabassu makes a coup de grace attack against the humanoid creature; this provokes an attack of opportunity from any creatures that threaten it. If the victim is slain by the coup de grace, a significant physical portion of its body is eaten by the nabassu while the remaining portions quickly rot away to a foul-smelling paste. This prevents any form of raising or resurrection that requires part of the corpse. A *wish*, *miracle*, or *true resurrection* can restore a devoured victim to life.

A mature nabassu that devours a humanoid in this fashion gains the effects of a *death knell* spell (CL 20th).

Regeneration (Ex) Damage caused by good-aligned weapons deal lethal damage to a mature nabassu.

Sneak Attack (Ex) A mature nabassu can make a sneak attack as a rogue, dealing an extra 6d6 points of damage whenever a foe is denied his or her Dexterity bonus, or when the mature nabassu is flanking.

Summon Tanar'ri (Sp) Once per day, a mature nabassu can summon 2d4 babaus or 1d4 hezrous with a 70% chance of success, or one glabrezu with a 30% chance of success. This ability is the equivalent of a 7th-level spell (CL 15th).

Vampiric Link (Su) As a standard action, a mature nabassu can establish a vampiric link between itself and any living creature within 30 feet that it can see. The targeted creature can resist the link with a DC 23 Will save; otherwise the link remains in place until the target moves out of range or the nabassu targets a different creature. A creature affected by a vampiric link finds that whenever he damages the nabassu, be it with spell or weapon, he takes the same amount of damage. Additionally, if the creature targets the nabassu with a spell, the effects of that spell are duplicated and affect the caster as well, even if the spell fails to penetrate the nabassu's spell resistance or the nabassu makes its saving throw. This is a necromancy effect. The save DC is Charisma-based.

The nabassu is a gaunt, demonic assassin with strong ties to the undead. Unlike most demons, it must spend part of its existence on the Material Plane to realize its goals.

STRATEGY AND TACTICS

All nabassus have two stages of growth during their lives—juvenile and mature.

Juvenile nabassus have few spell-like abilities. They use darkness or obscuring mist to get in close to their prey, and then make sneak attacks and use their death-stealing gaze to full effect, clawing and biting until its foe is dead and it can feed.

A mature nabassu is far more dangerous. Before combat, it always summons tanar'ri to send into combat as front-line troops. The nabassu enjoys barking orders and uses these summoned minions to help it flank prey and make sneak attacks. If it hasn't killed anyone with the aid of its death-stealing gaze after the third or fourth round of combat, it retreats to regenerate for a few rounds while picking off singular targets with the more lethal version of its gaze.

SAMPLE ENCOUNTER

Juvenile nabassus are never encountered on the Abyss, since they plane shift to the Material Plane as soon as they are created (see Ecology). Mature nabassus quickly establish dominions on the Abyss, ruling areas as debased kings or queens. They prefer to remain in their holdings and use their numerous minions to handle any problems that arise. Some mature nabassus choose not to establish a domain and instead work as assassins or mercenaries; many of them serve Orcus, while a few serve the King of the Ghouls.

The Haunted Henge (EL 6): Something grim is plaguing the town of Winteroak. Woodcutters and hunters have been vanishing with alarming regularity. The mayor hired two bands of adventurers to explore the woods and investigate rumors of evil fey lurking therein. Both bands of adventurers have vanished without a trace, and the town is growing desperate. When the mayor hires the PCs, they'll soon find out that the strange standing stones in the woods the mayor sends them to investigate are actually the hunting grounds of a juvenile nabassu. The demon attacked the mayor a few weeks ago; in exchange for his life, the mayor promised to be the demon's servant and gather victims for him. The nabassu has fed on eight humanoids so far and transformed four others into ghoul thralls. The longer the PCs take to discover it, the more powerful it becomes.

ECOLOGY

As soon as a nabassu is created (be it from an ascended mane or a spontaneous Abyssal birth), it immediately *plane shifts* (as the spell) to the Material Plane. If it survives long enough to reach maturity, it plane shifts back to the Abyss, having done its duty spreading fear and death on the Material Plane. A nabassu can *plane shift* in this manner only twice in its lifetime and cannot bring other creatures with it.

Environment: Juvenile nabassus seek out rural areas on the Material Plane, preferably areas where there are enough humanoids to feed on but not so many that they're likely to face powerful defenders. Mature nabassu fortresses are

NABASSU LORE

Characters with ranks in Knowledge (the planes) can learn more about nabassus. When a character makes a successful skill check, the following lore is revealed, including the information from lower DCs.

DC	Result
15	Nabassus have two stages in their life cycle: juvenile and mature. Juvenile nabassu dwell on the Material Plane until they are powerful enough to return to the Abyss.
20	A nabassu's gaze can drain life, and those who succumb are transformed into ghouls.
25	A mature nabassu is much more dangerous and can only be lethally wounded by good-aligned weapons. Its life-draining gaze is much more powerful than that of a juvenile nabassu.
30	A mature nabassu can establish a vampiric link with its victim, forcing that victim to endure whatever pain and harm it inflicts on the nabassu.

usually found on Abyssal layers not controlled by demon lords. Those nabassus who serve a demon lord directly usually serve Orcus, since their close association with the undead amuses the demon prince.

Typical Physical Characteristics: A nabassu stands 7 feet tall and weighs 140 pounds.

SOCIETY

Nabassus are unusual in that they are the only true demons who are forced to live a significant part of their lives on the Material Plane. As a result, these sinister creatures bear a particular hatred for those that dwell there, as if they blame the denizens of the Material Plane for the humility of this exile. A nabassu that survives life on the Material Plane often lives the rest of its immortal life as a demonic recluse within its Abyssal fortress. Those few nabassus that escape this mental trap often become assassins or spies for Orcus. Nabassu that please him are often granted loyal undead minions of their own to use as they please.

TYPICAL TREASURE

Juvenile nabassu might collect incidental treasure in their lairs, but greed is low on their list of vices at this stage in their lives. Once a nabassu matures, this changes. A mature nabassu's greed is a powerful thing, and it often sends its minions out to seek highly specific treasures and trophies to display in its Abyssal fortress. A standard mature nabassu has double the normal treasure for a creature of its CR, at least half of which consists of strange and unusual trophies gathered from around the planes.

Standard Treasure: 1,300 gp, 70 pp, 12 golden goblets styled after the astrological signs of a dead world (each goblet is worth 200 gp), large masterwork painting of a nymph cavorting with a druid (worth 800 gp), suit of masterwork mithral full plate (still containing the skeleton of the elf king who owned it in life), a twisted set of six platinum and ruby bracers connected by gold chains once worn by a marilith (worth 2,500 gp in all), gold-plated goristro horns (worth 1,500 gp), 2,000 gp in other various minor works of art (no single one of which is worth more than 100 gp), *+1 fey bane cold iron punching dagger, pipes of haunting, horn of fog.*

ADVANCED NABASSUS

Nabassus that serve Orcus advance by taking class levels. Rogue is the nabassu's favored class, although many also take levels as clerics, rangers, or sorcerers. A nabassu that selects a few different feats or skills can even progress as an assassin or blackguard—these nabassu are particularly valued by Orcus as elite agents.

RUTTERKIN

This hunched and misshapen figure stands 6 feet tall. Its features are asymmetrical and deformed, and its mottled green and violet skin is hairless except for one or two uncomfortable looking patches of wiry bristles. The fiend has an elongated head with tiny red eyes that swell with hate.

RUTTERKIN **CR 3**
Always CE Medium outsider (chaotic, evil, extraplanar, tanar'ri)
Init +2; **Senses** darkvision 60 ft.; Listen +9, Spot +9
Languages Abyssal; telepathy 100 ft.

AC 18, touch 12, flat-footed 16
(+2 Dex, +6 natural)
hp 37 (5 HD); **DR** 5/cold iron or good
Immune electricity, poison
Resist acid 10, cold 10, fire 10; **SR** 14
Fort +7, **Ref** +6, **Will** +5

Speed 20 ft. (4 squares)
Melee mwk snap-tong +8 (1d10+3) or
Melee 2 claws +7 (1d6+2)
Ranged tri-blade +7 (2d4+2)
Base Atk +5; **Grp** +7
Atk Options snap-tong grapple
Special Actions *summon tanar'ri*
Spell-Like Abilities (CL 6th):
At will—*darkness, cause fear* (DC 11)
1/day—*desecrate*

Abilities Str 14, Dex 15, Con 17, Int 9, Wis 12, Cha 10
SQ tanar'ri traits (see page 28)
Feats Exotic Weapon Proficiency (snap-tong), Exotic Weapon Proficiency (tri-blade)
Skills Balance +4, Climb +10, Intimidate +8, Jump +12, Listen +9, Move Silently +10, Spot +9, Tumble +12
Possessions masterwork snap-tong, 5 tri-blades
Advancement 6–10 HD (Medium); 11–15 HD (Large)

Summon Tanar'ri (Sp) Once per day, a rutterkin can attempt to summon 1 rutterkin or 1d6 dretch with a 35% chance of success. This ability is the equivalent of a 3rd-level spell (CL 5th).

Rough, crude, and bestial, rutterkins understand nothing but brute force. These bullying demons are the common foot soldiers of many Abyssal armies.

STRATEGY AND TACTICS

Rutterkins favor weapons over natural attacks, but few wear armor. If forced, a rutterkin fights with longswords or

RUTTERKIN WEAPONS

Weapon	Cost	Damage	Critical	Range Incr.	Weight	Type
Snap-tong	250 gp	1d10	×2	—	10 lb.	Piercing
Tri-blade	35 gp	2d4	×2	20 ft.	3 lb.	Slashing

Snap-tong: This short polearm ends in a sharp spike that has one or more crescent-shaped pincers designed close around it. A proficient wielder that hits an opponent of at least one size category smaller can attempt to start a grapple as a free action without provoking an attack of opportunity. If the wielder gets a hold, the snap-tong grabs the opponent and deals 1d10 points of damage (plus the wielder's Strength modifier) each round the hold is maintained.

Tri-blade: This thrown weapon consists of a three-bladed wedge launched from a slinglike device. Rutterkins usually carry five of these for use in ranged combat.

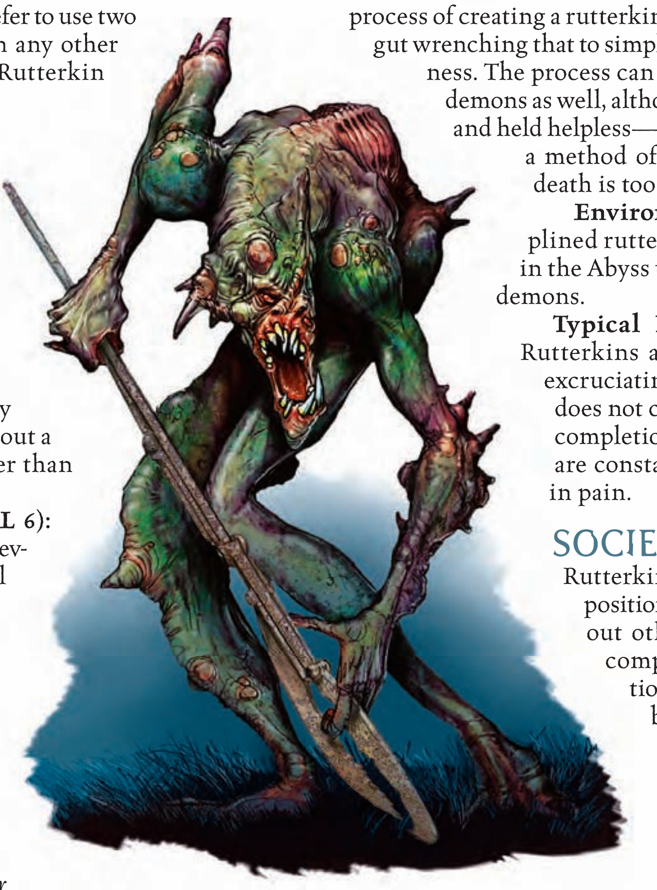
double axes, but they much prefer to use two exotic weapons rarely seen in any other creature's employ (see the Rutterkin Weapons sidebar).

SAMPLE ENCOUNTER

Rutterkins are usually encountered in gangs of three or more when not part of a standing army. A rutterkin gang is a cruel and bullying force. Near the bottom of the pecking order, groups of these demented demons seize any opportunity they can to deal out a little pain to anything weaker than themselves.

The Bentface Goblins (EL 6): The Ironjaws goblin tribe had never really been a problem for local traders; they had been beaten back into their warrens by local adventurers so many times that many folk assumed they had moved on. The Ironjaws have recently changed their name to the Bentface Goblins, however, in honor of their new chieftain—a rutterkin that the tribe's adept managed to call up with a *lesser planar ally* scroll. The adept allows the other goblins to believe that Bentface is their new champion while he uses the demon to whip the tribe into shape for an imminent all-out assault on the nearby human villages.

Bentface is usually found in the company of the 5th-level goblin adept and six goblin warriors.



Rutterkin

Illus. by A. Swekel

ECOLOGY

Rutterkins are formed from raw manes, typically when a demon lord needs a stronger breed of soldier for his armies, but not one so strong it can't be easily kept in line. The process of creating a rutterkin from a manes is said to be so gut wrenching that to simply observe it is to invite blindness. The process can be applied to more powerful demons as well, although only if they are captured and held helpless—many demon lords use this as a method of punishment when outright death is too merciful.

Environment: Rampaging, undisciplined rutterkins can be found anywhere in the Abyss unclaimed by more powerful demons.

Typical Physical Characteristics: Rutterkins are horribly deformed—the excruciating process of transformation does not cease being painful despite its completion. As a result, these demons are constantly howling and shrieking in pain.

RUTTERKIN LORE

Characters with ranks in Knowledge (the planes) can learn more about rutterkins. When a character makes a successful skill check, the following lore is revealed, including the information from lower DCs.

DC	Result
12	Rutterkins are deformed soldier demons and are among the least powerful tanar'ri.
17	Rutterkins often fight with strange exotic weapons, such as the snap-tong (a polearm that can grapple foes) or the tri-blade (a large, sharp throwing wedge).
22	A rutterkin has few spell-like abilities. The ability to summon other tanar'ri is its greatest power.

SOCIETY

Rutterkins universally hate their low position in the Abyss and often seek out others of their kind—not for companionship and commiseration but to heckle, belittle, and beat up. When confronted by something weaker than themselves, they savage it with ruinous glee.

TYPICAL TREASURE

Aside from their masterwork snap-tongs and tri-blades, most rutterkins don't carry anything more than 3d10 gp worth of minor baubles as treasure.

SIBRIEX

The unsettling stink of rotting flowers surrounds the large, bloated figure that floats lazily in the air. The demon is hardly more than a malformed face the size of a wagon. Where its ears should be are instead a pair of atrophied arms with hands ending in tremulous digits. Instead of a body, everything below its neck is a writhing nest of puckers and stalks. It is tethered to the surrounding ground by four steel chains that end in razor-sharp spikes.

SIBRIEX **CR 15**
Always CE Large outsider (chaotic, evil, extraplanar, obyrith)
Init –4; **Senses** darkvision 60 ft., true seeing; Listen +25, Spot +25
Aura form of madness (60-ft. radius, Will DC 25)
Languages Abyssal; telepathy 100 ft.

AC 25, touch 5, flat-footed 25
(–1 size, –4 Dex, +20 natural)
hp 217 (15 HD); fast healing 10; **DR** 15/cold iron and lawful
Immune acid, mind-affecting spells and effects, nausea, poison
Resist cold 10, electricity 10, fire 10; **SR** 26
Fort +19, **Ref** +5, **Will** +16
Weakness immobility

Speed fly 20 ft. (good) (4 squares)
Melee 4 chains +20 (2d6+6) and bite +15 (1d8+3)

Space 10 ft.; **Reach** 5 ft. (15 ft. with chains)
Base Atk +15; **Grp** +25
Atk Options Combat Expertise, Improved Trip
Special Actions animate chains, instant graft, squirt bile
Spell-Like Abilities (CL 15th):
At will—*charm monster* (DC 23), *greater command* (DC 24), *hold monster* (DC 24), *greater dispel magic*, *major creation*, *sending*
3/day—*feeblemind* (DC 24)

Abilities Str 22, Dex 3, Con 30, Int 25, Wis 24, Cha 25
SQ flight, obyrith traits (see page 27)
Feats Combat Expertise, Dark Speech*, Graft Flesh[FF] (fiendish grafts), Greater Spell Focus (enchantment), Improved Trip, Spell Focus (enchantment)
* New feat described in Chapter 4
FF: Feat described in *Fiend Folio* (page 207)
Skills Bluff +25, Concentration +28, Decipher Script +25, Diplomacy +29, Gather Information +25, Heal +25, Intimidate +27, Knowledge (arcana) +25, Knowledge (the planes) +25, Listen +25, Search +25, Sense Motive +25, Spellcraft +27, Spot +25, Use Magic Device +25 (+29 scrolls)
Advancement 16–29 HD (Large); 30–45 HD (Huge)

Animate Chains (Su) A sibriex uses telekinesis (as the spell) to manipulate the four chains attached to its body as a free action. A sibriex's chains are not considered part of the creature and can be sundered as if they were weapons wielded by the sibriex. A single chain has hardness 10 and 30 hit points. Given time, a sibriex can create new chains using its *polymorph any object* or *major creation* spell-like abilities.

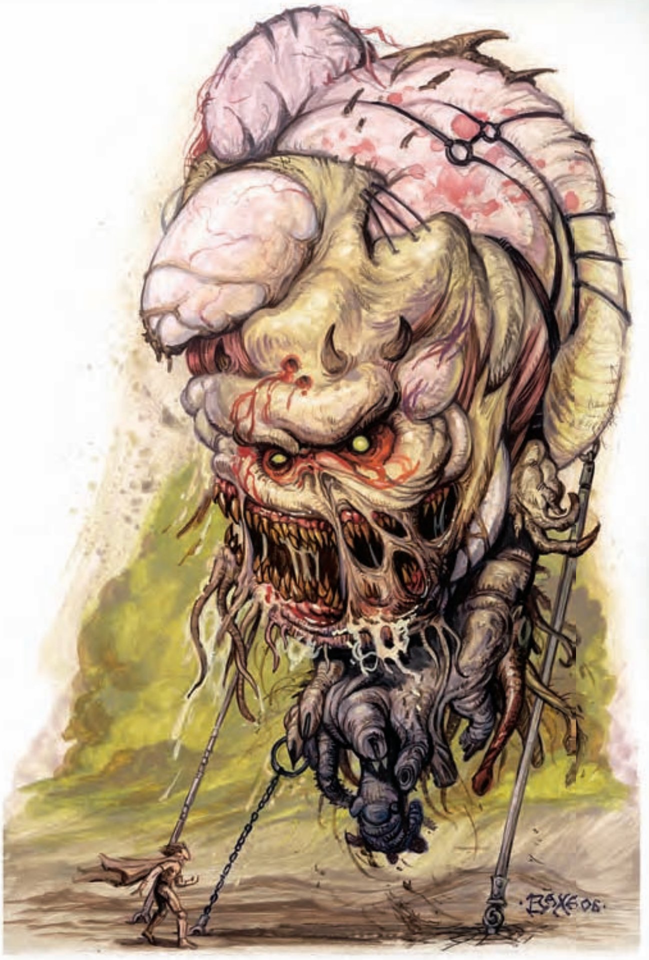
Form of Madness (Su) A creature within 60 feet that observes a sibriex must attempt a DC 24 Will save. Failure indicates the creature's mind is warped and twisted, and he comes to see the sibriex in question as the perfect physical form. The victim takes a –4 penalty on saving throws made to resist enchantment spells or spell-like abilities employed by that sibriex. Worse, the victim immediately takes 1d6 points of Charisma drain as his sense of self-worth and personality are diminished by the madness. This madness can be cured by *heal*, *greater restoration*. *miracle*, or *wish*. A creature that makes the save is immune to that particular sibriex's form of madness for 24 hours. This is a mind-affecting ability that does not affect chaotic evil outsiders or creatures that have had a fiendish graft implanted by a sibriex. The save DC is Charisma-based.

Instant Graft (Su) Up to three times per day as a full-round action, a sibriex can use the Graft Flesh feat (*Fiend Folio* 207) to create and attach a fiendish graft without paying the requisite costs in gold or XP. The grafts are formed out of Abyssal chaos. A sibriex can attach an instant graft only to a willing or helpless target.

Fiendish grafts are described in *Fiend Folio*, starting on page 209.

Squirt Bile (Su) Once every 1d4 rounds as a swift action, a sibriex can spew black bile out of one of the feeding tubes hanging from its lower body. If the sibriex succeeds at a +10 ranged touch attack, the target takes 12d6 points of acid damage and is nauseated for 1d4 rounds. A successful DC 27 Fortitude save negates the nausea. The save DC is Constitution-based.

Flight (Ex) A sibriex's body is naturally buoyant. This buoyancy allows it to fly at a speed of 20 feet. This buoyancy also grants it a permanent feather fall effect (as the spell) with personal range.



Illus. by T. Baxa

Sibriex

Ancient and enigmatic, a sibriex is a master of augmenting and enhancing the flesh by grafting Abyssal matter into the physical body of the subject.

STRATEGY AND TACTICS

A sibriex usually opens combat by spewing bile at an enemy, attempting to nauseate it. It spends the second round of combat using *charm monster* to attempt to cull allies from its enemies. It uses its feeblemind ability to neutralize enemy spellcasters as opportunities arise.

Sibriexes attack by animating their chains to lash at enemies in reach. They do so with shocking speed and grace, striking with one chain and then anchoring it to allow its other chains to strike in a single fluid motion. A sibriex's bite is much less dangerous, but still unpleasant; it will use it against any creature within reach without hesitation.

SAMPLE ENCOUNTER

Sibriexes view the grafting of flesh as an art form. Their ability to create grafts out of raw Abyssal chaos makes them valuable allies; they are often encountered in the lairs of other demon lords or powerful spellcasters. Sibriexes are incredibly vain and usually demand an excess of guards, physical comforts, and regular offerings of gold and magic to keep them happy. In most cases, it's only a matter of a few weeks before the sibriex itself is in charge, with its supposed "master" a charmed puppet at the demon's beck and call.

The Waverazer (EL 15+): Captain Herask was a terror in his time. In addition to being a sorcerer of great power, he was also the captain of a ship of well-trained and loyal gnoll thugs. Herask's greed for power outstripped his skill, however. When he used *greater planar binding* to conjure a sibriex, the demon escaped the bonds of the spell and used its *feeblemind* spell-like ability to reduce the captain to a simpering idiot.

The sibriex claimed the *Waverazer* as its own, charmed the gnoll crew and enhanced them with grafts, and now uses the ship to haunt trade routes. When they capture a ship, the gnoll pirates are allowed to loot as they will. The sibriex retains the claim on a captured ship's crew, though—it uses *charm monster* to make the crewmembers yield to its experiments. Rumor holds that the *Waverazer* has built a fleet of a half-dozen ships of deformed pirates, but as of yet, no one suspects the true nature of her demonic captain.

ECOLOGY

Sibriex are ancient creatures. During the Upheaval, they were called upon to augment the armies of the Queen of Chaos with fiendish grafts. The sibriexes were too canny, however, to allow themselves be roped into the war. As a result, they survived that war relatively unscathed and now serve the new tanar'ri lords as sages and sculptors of flesh much in the same way they served the obyrith lords of old.

Environment: Sibriexes might have survived the downfall of the obyriths, yet even at the height of obyrith control, their numbers were never vast. No new obyriths have been created since the Queen of Chaos retreated into the depths of the Abyss, and it seems likely that the conditions for these demons to reproduce were lost along with the obyriths' dominion. The total number of remaining sibriexes is unknown, but it certainly doesn't number much more than a few hundred. As a result, these demons are spread far and wide across the Abyss, never more than one to a layer. Their lairs are formidable fortresses guarded by armies of lesser demons and charmed monsters.

SIBRIEX LORE

Characters with ranks in Knowledge (the planes) can learn more about sibriexes. When a character makes a successful skill check, the following lore is revealed, including the information from lower DCs.

DC	Result
25	Sibriexes are ancient creatures, holdovers from a time that predates tanar'ri dominance of the Abyss.
30	A sibriex is a sculptor of flesh. It can create fiendish limbs and organs out of Abyssal chaos and graft them to living organisms. It can also squirt acidic bile from feeding tubes that sprout from its underbelly.
35	The presence of a sibriex wreaks havoc on the minds of most mortal creatures. Those who succumb to this madness eventually degenerate into simpering fools.
40	A sibriex floats in the air, much like a beholder, and wears a harness fitted with chains. It can animate these chains and use them to attack.

Typical Physical Characteristics: Sibriexes are 15 feet tall and weigh 1,500 pounds. These creatures have chains attached to body harnesses, which they can animate and use to "walk" along the ground.

SOCIETY

Sibriexes are powerful and highly intelligent creatures. They bully and torment weaker creatures, and they tend to avoid creatures smarter than them. As a result, they generally exist outside of the politics (such as they are) of the Abyss, controlling large fortresses or swaths of otherwise unclaimed Abyssal regions.

Sibriexes played a major role in the shaping of the tanar'ri race. Many scholars have noted the strange features that many tanar'ri share—parts of their bodies seem almost artificial in appearance. These are the ancient marks of sibriex influence on developing tanar'ri races. Whether the sibriexes had a larger goal in mind when they augmented the race that would ultimately replace their kin as the rulers of the Abyss remains to be seen.

TYPICAL TREASURE

Sibriexes take great pleasure in collecting magic items, obscure works of art, and other valuable commodities and decorating their lairs with them. A sibriex keeps double the standard treasure a creature of its CR would have, with the entirety of this personal treasure consisting of magic items. They often keep magic items that are worn on the body, not for themselves (since few magic items conform to their blasphemous frames) but as rewards they can bestow upon their minions.

Sample Treasure: *+1 icy burst scimitar, wand of cure serious wounds* (15 charges), *wand of mirror image* (20 charges), *cloak of resistance +2, belt of giant strength +4, bracers of armor +3, lens of detection.*

YOCHLOL

A formless shape oozes and piles up on itself, resembling a constantly melting, 7-foot-tall candle from which a single scarlet eye stares. Eight whiplike tendrils writhe from its sides, a dripping storm of snapping fury.

YOCHLOL **CR 8**

Always CE Medium outsider (chaotic, evil, extraplanar, shapechanger)

Init +6; **Senses** darkvision 60 ft.; Listen +15, Spot +15

Languages Abyssal, Drow, Common, Undercommon; telepathy 100 ft.

AC 21, touch 21, flat-footed 15 (+6 Dex, +5 deflection)

hp 95 (10 HD); **DR** 10/good

Immune acid, electricity, mind-affecting spells and effects, poison

Resist cold 10, fire 10; **SR** 19

Fort +12, **Ref** +13, **Will** +9

Speed 30 ft. (6 squares)

Melee 8 tendrils +16 (1d4+4)

Space 5 ft.; **Reach** 5 ft.

Base Atk +10; **Grp** +14

Atk Options Combat Expertise

Spell-Like Abilities (CL 10th):

At will—*detect thoughts* (DC 17), *dominate person* (DC 16), *darkness, desecrate, greater teleport* (self plus 50 pounds of objects only), *spider climb*, *stone shape*, *web* (DC 17)

Abilities Str 19, Dex 22, Con 20, Int 18, Wis 15, Cha 20
SQ Lolth's favor, mind blank, rapid shapeshifter
Feats Combat Casting, Combat Expertise, Exotic Weapon (hand crossbow)^{B}, Persuasive, Weapon Finesse
Skills Bluff +20, Concentration +18, Diplomacy +22, Hide +19, Intimidate +22, Knowledge (arcana) +17, Knowledge (religion), Knowledge (the planes) +17, Listen +15, Move Silently +19, Sense Motive +15, Spot +15
Advancement by character class; **Favored Class** bard; see text

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Gaseous Form (Su) A yochlol can assume gaseous form, appearing as a roiling cloud of oily green smoke. In this form, a yochlol's statistics do not change, although it is treated as if under the effects of a *gaseous form* spell that cannot be dispelled. A gaseous yochlol can use *contact other plane* at will as an additional spell-like ability. Any creature sharing the same square as a gaseous yochlol at the end of that creature's turn is affected as if by a *stinking cloud* spell (DC 20 Fort save negates). The save DC is Constitution-based.

Humanoid Form (Su) A yochlol can assume the form of a hauntingly beautiful human or elf (usually drow) woman. It has only a little flexibility in altering its specific appearance, and as a result it can't use this ability to disguise itself as a specific individual.

Yochlols are nude when they initially assume humanoid form, so they often wait to assume this form until they have equipment and weapons ready. Yochlols in humanoid form cannot make tendril attacks. They usually wear *+2 mithral chainmail* (AC 26, touch 18, flat-footed 22). Yochlols are proficient with all simple and martial weapons, but they prefer to use weapons such as rapiers to take advantage of Weapon Finesse.

Lolth's Favor (Su) As a handmaiden of Lolth, a yochlol receives the spider queen's favor in the form of a deflection bonus to its Armor Class equal to its Charisma bonus. It does not retain this bonus while in humanoid form, but it does retain the bonus in its gaseous and spider forms.

Mind Blank (Su) A yochlol is protected at all times by the equivalent of a *mind blank* spell. This effect cannot be dispelled.

Rapid Shapeshifter (Ex) A yochlol can shift between its four forms with astounding speed. Changing shape is a swift action that a yochlol can perform as often as once per round.

Spider Form (Su) A yochlol can assume spider form, appearing as a Medium monstrous black widow spider. It retains all of its base statistics but gains a climb speed of 30 feet. It loses its tendril attacks but gains a bite attack (+16 melee, 1d6+6 plus poison [DC 20, 1d6 Con/2d6 Con]). The poison save DC is Constitution-based.

The shapechanging yochlols are the handmaidens of the Spider Queen Lolth. They are feared throughout Material Planes as her eyes and ears.

STRATEGY AND TACTICS

As master shapeshifters, yochlols have a wide range of tactics and resources they can use in combat. Generally, a yochlol on the Material Plane is encountered in its humanoid form. It is loathe to assume other forms unless it has a chance to hide its equipment in a safe location. Otherwise, a yochlol in humanoid form only shifts forms as a last resort to escape if it cannot use *greater teleport* (assuming gaseous form to do so) or when it is absolutely confident of its success in battle (assuming its true form to finish off a foe reduced to fewer than 20 hit points). Of course, a yochlol's ability to use *dominate person* at will means that it's rarely encountered alone; in these cases, the demon is more likely to shift forms as needed, trusting one of its dominated minions to care for its gear once it shifts out of humanoid form.

SAMPLE ENCOUNTER

A yochlol is usually encountered alone in areas where the worship of Lolth is pervasive. Yochlols serve drow matrons as advisors, assassins, or in some cases as lovers. Worshipers of Lolth view the handmaidens as direct representatives of Lolth, and as such these demons are allowed to do whatever they want in most drow societies.

Yochlols are encountered in larger groups on the Demonweb Pits, where they serve as Lolth's favored guardians. Usually, these yochlols possess several class levels in bard, cleric, or sorcerer. On the Material Plane, broods of 2–5 yochlols are encountered in areas of great import to Lolth, such as within her temples or at the heart of the greatest drow cities dedicated to the Spider Queen.

Ambassador from the Demonweb Pits (EL 16): Over the ages, Lolth has drawn multiple Material Plane nations (and even worlds) into her Demonweb—this is how she ascended from demon lord to the lofty pinnacle of the divine. Yet still, Lolth covets other realms. She sends her most skilled yochlol bards to the Material Plane to seek out new prizes to capture.

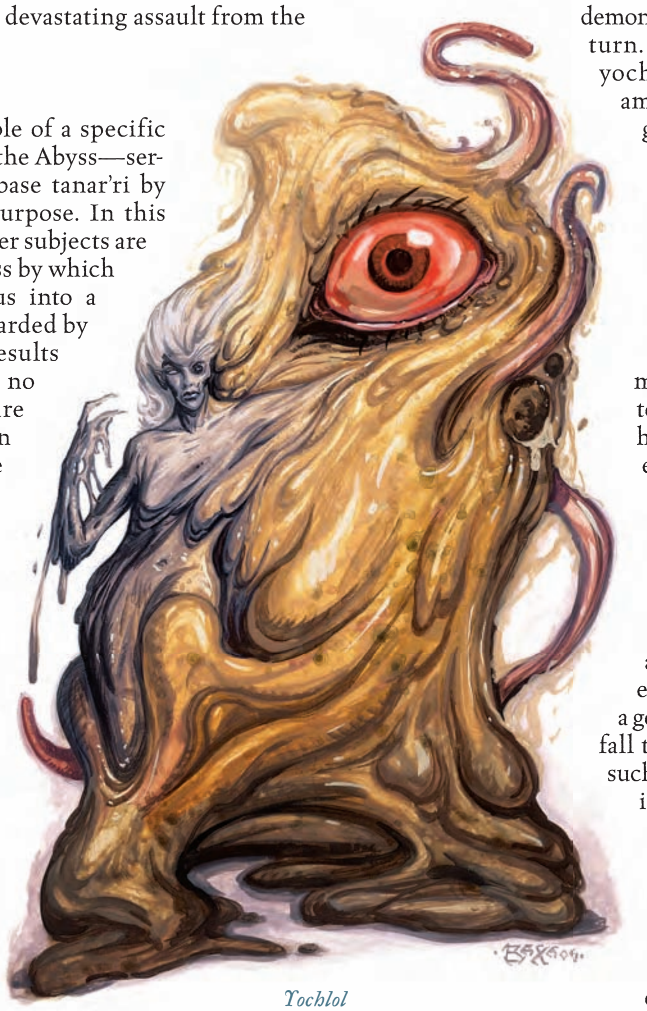
One such yochlol is Alauniira, a 13th-level bard who played a key role in the subjugation of several other nations. Alauniira has come now to the PCs' nation and has insinuated itself into the trust of the ruling class. If left unopposed, it learns all it can about the nation's defenses, reports to its mistress

YOCHLOL LORE

Characters with ranks in Knowledge (the planes) can learn more about yochlols. When a character makes a successful skill check, the following lore is revealed, including the information from lower DCs.

DC	Result
20	Yochlols serve the drow goddess Lolth as her handmaidens and are said to enjoy her special favor and protection.
25	Yochlols are master shapeshifters, capable of instantly changing between their four forms: a cloud of noxious green gas, a human-sized spider, a beautiful female elf or human, or an amorphous tentacled monster with one red eye.
30	Yochlols are protected at all times by an effect that duplicates the *mind blank*. They are immune to acid, electricity, and poison. They resist damage from cold, fire, and weapons that are not good-aligned.
35	Yochlols command a number of spell-like abilities, including the ability to dominate humanoids and read their minds.

Lolth, and personally leads a devastating assault from the Abyss on the PCs' homeland.



Yochlol

Illus. by T. Baxa

ECOLOGY

Yochlols are a prime example of a specific category of demonic race in the Abyss—servitor demons crafted from base tanar'ri by a deity to serve a specific purpose. In this case, the deity is Lolth, and her subjects are captured succubi. The process by which Lolth transforms a succubus into a yochlol is a secret closely guarded by the Spider Queen, but the results are obvious. Yochlols have no ties to their sources and are their own race of demons in every way. Given time and the right conditions, the yochlols could well diversify into numerous different races, similar to what the tanar'ri have become; for now, however, the omnipresent hand of Lolth keeps them tightly focused on their role as her handmaidens.

Environment: Yochlols are found in great numbers on the Demonweb, where they serve Lolth as scouts, enforcers, and personal attendants. Outside the Demonweb, they are usually encountered alone, typically in disguise and engaged in espionage against other demon lords. On the Material Plane, they are encountered in regions controlled by drow, although some prowl other parts of the world, seeking new trophies for Lolth to acquire.

Typical Physical Characteristics: In its true form, a yochlol stands 7 feet tall and weighs 250 pounds. As a spider, the demon has a leg span of 8 feet and weighs 160 pounds. As a humanoid, a yochlol appears as an attractive, slender female human or elf that stands about 6 inches taller than most other females of that race.

SOCIETY

Yochlols take delight in dominating and inflicting cruelty on other creatures, including other demons. It is well known in the Abyss that Lolth watches over her handmaidens; any demon that resists a yochlol's wishes can expect to receive an unpleasant visit from the Spider Queen's more powerful minions (or even from Lolth herself). As a result, yochlols tend to be overly contemptuous of other demons, and other demons both fear and hate them in return. Unlike many other demons, yochlols do not have rivalries among themselves. They work together without complaint, often taking to the companionship of other yochlols with great pleasure and delight.

Yochlols set loose on the Material Plane use their powers to blend into any society they encounter, with the intent of working mischief and using murder, intrigue, and deception to spread evil and chaos. They have been known to befriend or even love particularly charismatic humanoids. Although these relationships never end in the lover's betrayal at the yochlol's hands, they often end in the persecution of the victim by his one-time friends and family. Some have suggested that yochlols enjoy watching a good or powerful individual's life fall to ruin under the influence of such intense passions, a theory that is made more solid by the observation that yochlols often leave lovers whose acquaintances seem unperturbed by his or her choice of partner. While yochlols never mourn the loss of a friend or lover, they'll often vent the full fury of their rage on those who persecuted the lover—after his or her likely execution, of course.

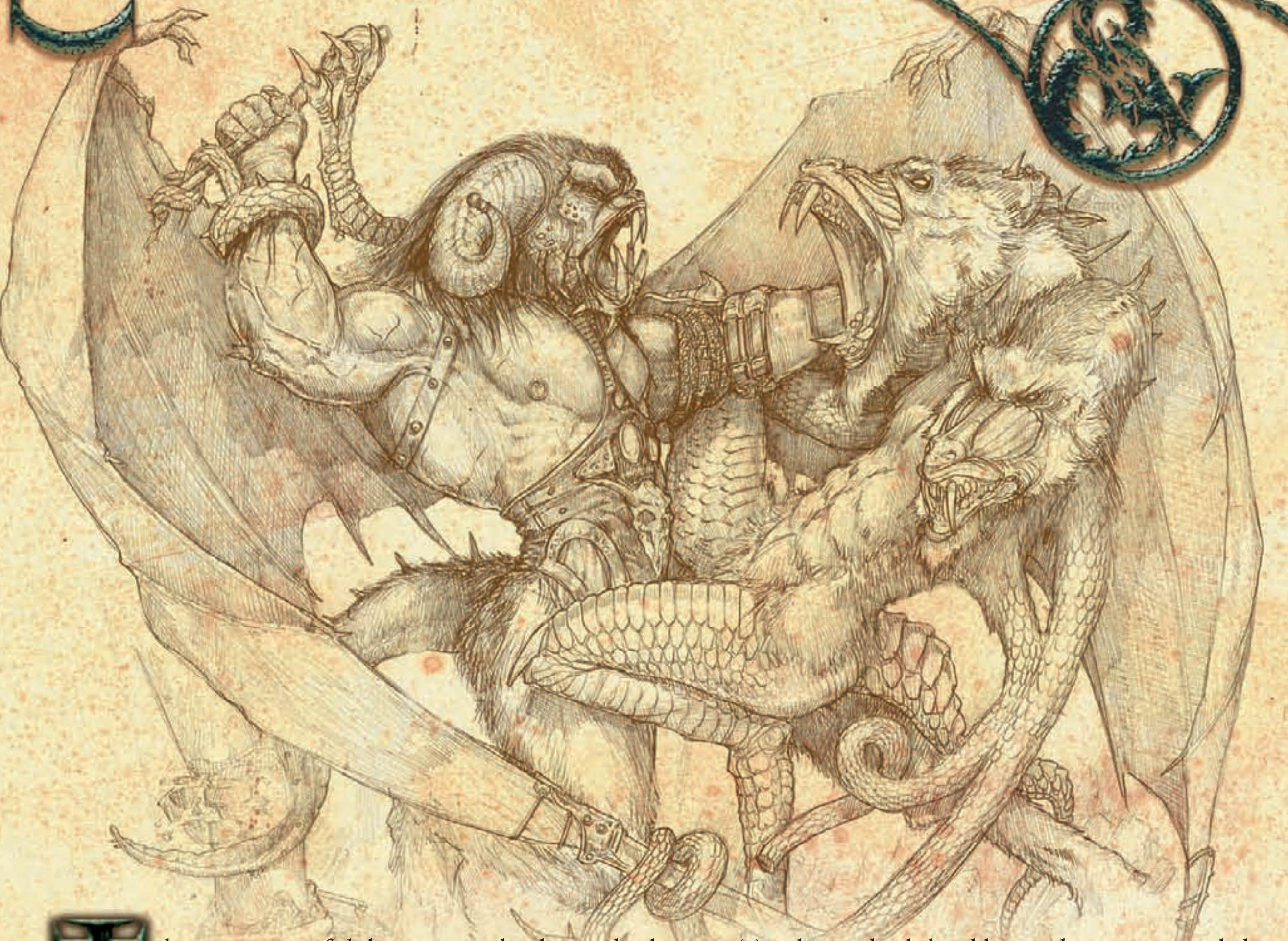
TYPICAL TREASURE

Yochlols have no need for treasure because servitude to Lolth is all the reward they ever seek. In their gaseous, spider, and true forms, they do not use magical gear. In humanoid form, a yochlol typically carries gear equivalent to an NPC of a class level equal to its Hit Dice; thus, the standard yochlol has gear equivalent to that owned by a 10th-level NPC (16,000 gp in gear).

Standard Gear: *+2 mithral chainmail*, *+1 rapier*, masterwork hand crossbow with 20 bolts, *cloak of Charisma +2*, 1,130 gp in assorted coins and jewelry.

ADVANCED YOCHLOLS

As an outsider, a yochlol is proficient with all martial weapons. Once a yochlol bard or sorcerer can cast 3rd-level spells, it immediately qualifies for the eldritch knight prestige class.



Illus. by A. Swekel

The most powerful demons are the demon lords. These individuals are unique demons that can command entire layers of the Abyss and function almost as deities. They can project physical manifestations onto the Astral Plane, and from there infiltrate other planes without placing themselves in danger of being slain. Some demon lords are known as demon princes, but such titles are largely meaningless in a realm as infinite and chaotic as the Abyss.

A demon lord that is slain is banished to its home layer for 100 years. According to the *Black Scrolls of Ahm*, a demon lord slain on its home layer is destroyed forever, although the *Demonomicon* of Iggwilv argues that the Abyss itself can respawn a supposedly destroyed demon lord for reasons that are unfathomable.

FIGHTING DEMON LORDS

Some of the demon lords described in this chapter originally appeared in *Book of Vile Darkness*. They have been updated to conform with the revised (v.3.5) D&D rules. Slightly less powerful than their previous incarnations, they better serve as major villains for high-level—but not quite epic-level—D&D campaigns. These high Challenge Ratings are based on the demon lords' abilities and also supported by a couple of assumptions:

(1) Characters are most likely to face a demon lord on its home layer of the Abyss. Here, the demon lord should possess an inherent tactical advantage, because its lair should contain environmental hazards that are troublesome or outright hostile to interlopers.

(2) A demon lord should never be encountered alone. Demons abound on the Abyss, and demon lords tend to surround themselves with powerful minions and consorts.

DEMON LORD ASPECTS

The concept of demon lord aspects was first introduced in *Miniatures Handbook*. An aspect is a physical embodiment of a portion of a demon lord's life force, created to serve as a proxy on another plane without placing the demon lord in any actual danger.

Aspects tend to be considerably weaker than their progenitors and usually manifest in demonic temples where the demon lord is worshiped. Sample demon lord aspects are presented in the *Fiendish Codex I: Hordes of the Abyss* web enhancement on the Wizards of the Coast website (www.wizards.com).

MAKING EPIC DEMON LORDS

Combat with a demon lord should be something that happens only in the most high-powered campaigns. The demon lords in this book are extremely difficult challenges for non-epic characters. If you wish to create epic-level versions of the demon lords to challenge characters of 21st level or higher, you can modify their statistics in the following ways:

- Advance the demon lord's Hit Dice by an amount appropriate for your campaign's needs. The demon lord's base attack bonus, saving throws, skills, feats, and ability score improvements should increase as appropriate for an outsider (see Chapter 4 of the *Monster Manual*).

- A demon lord's Challenge Rating increases by 1 for every Hit Die you add.
- Add "epic" to the weapon qualities required to overcome the demon lord's damage reduction.
- The demon lord's new spell resistance should equal its new CR +13.
- Increase all of the demon lord's ability scores by 2 for every 5 Hit Dice you advance it, in addition to any increases it might gain due to increased Hit Dice.
- Demon lords gain the following spell-like abilities, usable at will: *blasphemy* (or *word of chaos* for obyriths), *plane shift*, *shapechange*, and *unholy aura* (or *cloak of chaos* for obyriths). Feel free to add a few new spell-like abilities over and above these, but keep in mind that adding too many can make a demon lord difficult to run.
- Increase a demon lord's caster level for spell-like abilities by 1 for every 2 Hit Dice you advance it, but remember that large increases in caster level can grossly overpower certain abilities (*blasphemy*, for example).
- Feel free to add one or two new special actions or special qualities to the demon lord's repertoire. These new abilities should fit with the demon lord's theme. Fraz-Urb'luu might gain the ability to use *Mordenkainen's disjunction* by touch, for example, or Kostchtchie might gain a breath weapon that deals cold damage.

BAPHOMET

This hulking, manlike brute stands 20 feet tall. His muscular frame is covered in thick, matted black hair. His head is that of a fiendish bull, and his great horns are stained in the lifeblood of countless victims. Cloven hooves and a bovine tail complete his bestial appearance.

BAPHOMET, PRINCE OF BEASTS CR 20

CE Huge outsider (chaotic, evil, extraplanar, tanar'ri)
Init +7; **Senses** darkvision 60 ft., scent, true seeing; Listen +35, Spot +35
Languages Abyssal, Common, Giant; telepathy 300 ft.

AC 38, touch 11, flat-footed 38
(–2 size, +3 Dex, +27 natural)
hp 372 (24 HD); **DR** 20/cold iron and good
Immune electricity, *maze*, poison
Resist acid 10, cold 10, fire 10; **SR** 31
Fort +25, **Ref** +17, **Will** +22

Speed 60 ft. (12 squares)
Melee* *+2 wounding glaive* +30/+25/+20/+15 (3d8+28/19–20/×3) and
gore +28 (2d8+5) or
Melee 2 claws +33 (1d8+11) and
gore +28 (2d8+5)
* Attacks include the Power Attack feat
Space 15 ft.; **Reach** 10 ft. (20 ft. with glaive)
Base Atk +24; **Grp** +43
Atk Options Awesome Blow, Cleave, Improved Bull Rush, Improved Sunder, Power Attack
Special Actions bellow, breath weapon, powerful charge, *summon tanar'ri*
Spell-Like Abilities (CL 20th):
At will—*astral projection*, *desecrate*, *detect good*, *detect law*, *dominate animal* (DC 18), *fly*, *greater dispel magic*, *greater teleport*, *passwall*, *telekinesis* (DC 20), *unhallow*, *unholy blight* (DC 19)
3/day—*maze*, *symbol of fear* (DC 21)
1/day—*awaken* (DC 20)

Abilities Str 33, Dex 16, Con 33, Int 18, Wis 26, Cha 20
SQ natural cunning, tanar'ri traits (see page 28), wild empathy +31 (+27 magical beasts)
Feats Awesome Blow, Cleave, Dark Speech*, Improved Bull Rush, Improved Critical (glaive), Improved Initiative, Improved Sunder, Power Attack, Weapon Focus (glaive)
* New feat described on page 85.
Skills Climb +38, Diplomacy +7, Handle Animal +32, Hide +22, Intimidate +32, Jump +38, Knowledge (nature) +33, Knowledge (the planes) +31, Listen +35, Move Silently +30, Ride +5, Sense Motive +35, Spot +35, Survival +35 (+37 in aboveground natural environments)
Possessions *+2 wounding glaive*

Bellow (Su) Once every 1d4 rounds as a standard action, Baphomet can unleash a thunderous bellow. All creatures within 30 feet must succeed on a DC 27 Will save or become panicked for 2d6 rounds. This is a sonic, mind-affecting fear ability. The Save DC is Charisma-based.

Breath Weapon (Su) 30-ft. cone, once every 1d4 rounds, damage 12d6 negative energy, Reflex DC 33 half. Baphomet's breath weapon is a cone of unholy water infused with negative energy. Creatures with the good subtype or the aura of good class ability (such as good-aligned clerics or paladins) instead take 12d10 damage from this attack and take a –4 penalty on their saving throw.

Powerful Charge (Ex) Baphomet typically begins a battle by charging at an opponent, lowering his head to bring his mighty horns into play. In addition to the normal benefits and hazards of a charge, this allows Baphomet to make a single gore attack with a +35 attack bonus that deals 4d8+16 points of damage.

Natural Cunning (Ex) Baphomet possesses an innate cunning and logical ability similar to that of a minotaur. He is immune to *maze* spells, never becomes lost, and can track enemies as if he had the Track feat. He is never caught flat-footed.

Summon Tanar'ri (Sp) Once per day, Baphomet can automatically summon 1d6 bulezaus or 1 goristro. This ability is equivalent to a 9th-level spell (CL 20th).

Wild Empathy (Ex) Baphomet can use wild empathy as a 24th-level druid.

BAPHOMET LORE

Characters with ranks in Knowledge (religion) or Knowledge (the planes) can learn more about Baphomet. When a character makes a successful skill check, the following lore is revealed, including the information from lower DCs.

DC	Result
20	Baphomet is the patron demon of minotaurs, but rumor holds that some humanoid cults revere him as well.
25	Baphomet often fights with a massive glaive capable of causing grievous wounds.
30	Baphomet's roar can inspire fear, and his breath is a gout of unholy water infused with negative energy.
35	Baphomet can awaken cruel intelligence in animal life. The presence of evil animals is often an indication of his proximity.

Cruel and bestial Baphomet is the patron demon lord of minotaurs, although his feral nature appeals to evil rangers and barbarians.

STRATEGY AND TACTICS

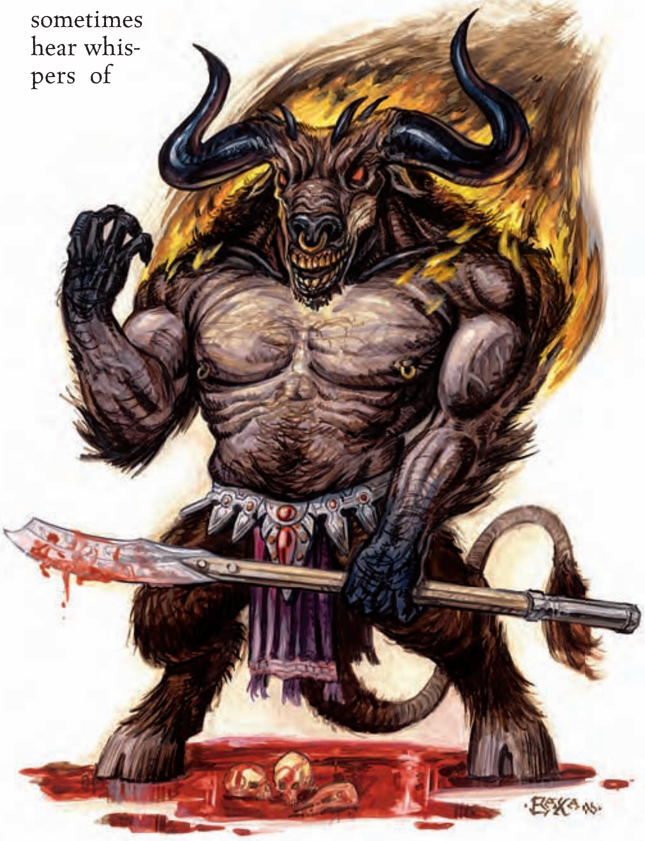
Baphomet revels in melee combat, yet he is not blindly confident in his prowess. He begins combat by casting *maze* against his largest or most powerful-looking foe. He then uses powerful charge against the nearest enemy, followed the next round by a full attack with his glaive and gore attacks. He generally saves his bellow or breath weapon for situations where he faces large numbers of foes.

Faced with enemies that assault him at range, Baphomet generally summons a goristro to provide ranged support while he follows up with his spell-like abilities.

SERVANTS, ENEMIES, AND GOALS

Baphomet is served by fiendish and half-fiend minotaurs, many of them possessing levels in barbarian, cleric, or ranger. His ability to cast awaken once per day ensures he always has a powerful ally such as an intelligent dire bear, dire tiger, dinosaur, or similar minion at hand. Baphomet is also served by bulezau and goristro demons.

A growing number of humanoid cultists have taken to his worship in poor rural areas. Desperate commoners sometimes turn to beast-cults organized by evil rangers who claim to venerate a nature deity who promises vengeance to those who have been wronged by the local government. These rangers call themselves the Temple of Redemption (or simply "Redeemers"). Rituals involving the decapitation of prize bulls are an important part of the Redeemer faith. It is said that those who listen at the mouth of a sacrificed bull can sometimes hear whispers of advice on how best to punish those who oppress the common folk. These whispers are, of course, the doubtful advice of Baphomet himself.



Baphomet

Baphomet has a complex relationship with Pale Night. The two demon lords share control over the same Abyssal layer, although Pale Night's influence doesn't truly extend beyond the vast plateau on which her castle is located. The two demons have never joined forces to accomplish a goal, but any attempt to lay siege to one of their holdings in the Endless Maze might result in the other coming to his or her aid.

Baphomet regards several other demon lords with particular hatred, especially Graz'zt (who imprisoned Baphomet for some time recently) and Yeenoghu (with whom Baphomet has been at war for eons).

Baphomet's driving goal is the destruction of his hated foe Yeenoghu. Neither demon lord remembers the genesis of this mutual hatred, but most of Baphomet's actions on the Material Plane are tied in some way to his war efforts against the Demon Prince of Gnolls, be it the harvesting of fresh souls to fuel his Abyssal holdings to the acquisition of potent magic items to be transported into the hands of his most powerful agents and generals.

Clerics of Baphomet have access to the domains of Chaos, Evil, Fury, and Strength. His symbol is that of a twisted circular maze awash in blood.

DAGON

The demon is immense, its glistening bulk heaving monstrously into the air as a writhing storm of hook-suckered tentacles unfolds from its shapeless lower body. Its two longest tentacles terminate in immense five-fingered talons. Its head is that of a deep-sea fish, twisted with cruelty and leering with a primordial intelligence, its stilettolike teeth immense and translucent. Its body is not quite sea serpent, not quite mollusk, and not quite shark, but somehow, horribly, a combination of all three.

Illus. by T. Baxa

DAGON, PRINCE OF THE DEPTHS CR 22

CE Gargantuan outsider (aquatic, chaotic, evil, extraplanar, obyrith)
Init +5; **Senses** darkvision 240 ft., true seeing; Listen +35, Spot +35
Aura form of madness (120-ft. radius, Will DC 25)
Languages Abyssal, Aquan; telepathy 100 ft.

AC 42, touch 7, flat-footed 41
(–4 size, +1 Dex, +35 natural)
hp 462 (25 HD); fast healing 15; **DR** 20/cold iron and good
Immune cold, mind-affecting spells and abilities, poison
Resist acid 10, electricity 10, fire 10; **SR** 33
Fort +28, **Ref** +15, **Will** +21

Speed 30 ft. (6 squares), swim 90 ft.
Melee 4 tentacles +34 (2d6+13 plus poison) and 2 claws +32 (2d6+6) and bite +32 (2d8+6)
Space 20 ft.; **Reach** 20 ft. (40 ft. with tentacles)
Base Atk +25; **Grp** +50
Atk Options Combat Expertise, Improved Disarm, Improved Trip, improved grab, constrict 2d6+13, swallow whole
Special Actions doomsong
Spell-Like Abilities (CL 20th):
At will—*astral projection*, *chaos hammer* (DC 17), *deeper darkness*, *desecrate*, *detect good*, *detect law*, *fly*, *greater dispel magic*, *greater teleport*, *nightmare* (DC 18), *telekinesis* (DC 18), *unhallow*

3/day—quickened *greater dispel magic*, *horrid wilting* (DC 21), *symbol of insanity* (DC 21)
1/day—*gate*

Abilities Str 36, Dex 12, Con 38, Int 22, Wis 25, Cha 16

SQ amphibious, freedom of movement, obyrith traits (see page 27)

Feats Ability Focus (doomsong), Combat Expertise, Combat Reflexes, Dark Speech*, Improved Disarm, Improved Initiative, Improved Trip, Multiattack, Quicken Spell-Like Ability (*greater dispel magic*)
* New feat described on page 85

Skills Bluff +31, Concentration +42, Diplomacy +7, Escape Artist +29, Hide +17, Intimidate +33, Knowledge (arcana) +34, Knowledge (religion) +34, Knowledge (the planes) +34, Listen +35, Move Silently +29, Perform (song) +31, Sense Motive +35, Spot +35, Swim +49

Amphibious (Ex) Although Dagon is aquatic, he can survive indefinitely on land.

Constrict (Ex) Dagon deals 2d6+13 points of damage with a successful grapple check, in addition to damage from his tentacle attack.

Doomsong (Su) Once per day as a full-round action, Dagon can create a hypnotic, rumbling song that can lure nearby creatures to his location. Dagon's doomsong is as much a sonic effect as a mind-affecting ability, so a creature must be immune to both kinds of effects to escape the lure. The doomsong affects all creatures in a 300-foot-radius spread.

All creatures in the doomsong's area can try to resist its effects with a DC 25 Will save. Failure indicates that the creature becomes hypnotized by the song and can do nothing but attempt to reach the source of the song by whatever means possible. Hazardous environments are ignored—an air-breathing creature blissfully walks into the ocean to reach Dagon if he succumbs to this effect. Once a creature reaches Dagon, it stands motionless before the demon, listening quietly to the song.

Dagon must concentrate to maintain his doomsong, and can do so for up to 1 minute before he must stop. The save DC is Charisma-based.

Form of Madness (Su) Any creature within 120 feet that observes Dagon must attempt a DC 25 Will save. Failure indicates the creature develops an overwhelming fear of the ocean and its depths. As long as the ocean is in sight, the creature is distracted with fear and takes a –4 penalty on Will saving throws. He also takes a –4 penalty on attack rolls against creatures with the aquatic subtype. On the first round of combat against a creature with the aquatic subtype, the character must succeed on a DC 25 Will save or be paralyzed with fear for 1d6 rounds. A *heal* or *greater restoration* spell can cure the effects if the caster succeeds on a DC 30 caster level check. *Miracle* or *wish* automatically cures the condition.

A creature that makes this save is immune to Dagon's form of madness for 24 hours. This is a mind-affecting fear ability that does not affect chaotic evil outsiders. The save DC is Charisma-based.

Freedom of Movement (Su) Dagon is constantly under the effects of a *freedom of movement* spell but can suppress this ability as a swift or immediate action. This effect cannot be dispelled.

Improved Grab (Ex) To use this ability, Dagon must hit an opponent of any size with a tentacle or bite attack. He can then attempt to start a grapple as a free action without provoking an attack of opportunity. If he wins the grapple check with a tentacle attack, he establishes a hold and can constrict. If he wins the grapple check with a bite attack, he establishes a hold and can try to swallow the opponent in the following round.

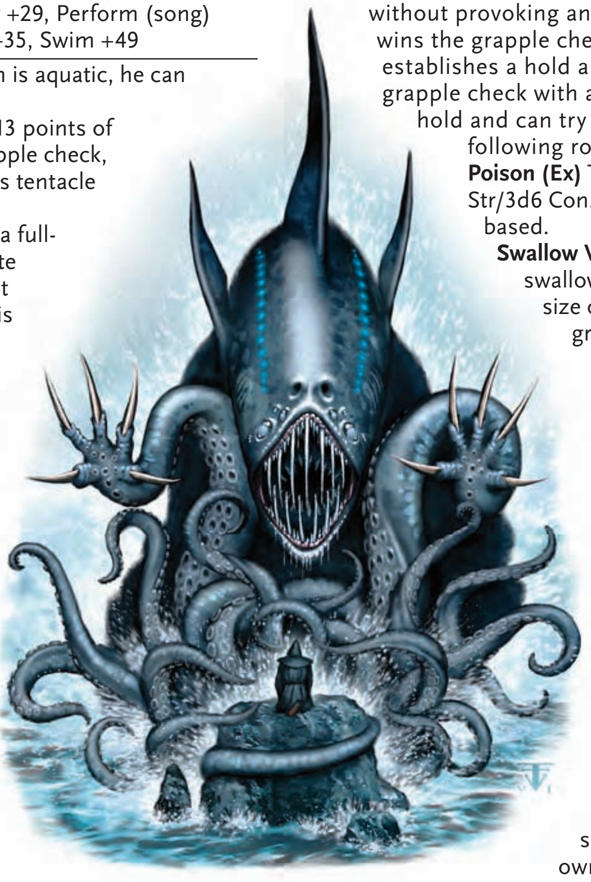
Poison (Ex) Tentacle—Injury, Fort DC 36, 3d6 Str/3d6 Con. The save DC is Constitution-based.

Swallow Whole (Ex) Dagon can try to swallow a grabbed opponent of Large size or smaller by making a successful grapple check.

A swallowed creature takes 2d6+13 points of bludgeoning damage and 2d6 points of acid damage per round from Dagon's stomach. Once inside Dagon, an opponent must succeed on a DC 36 Fortitude save or be nauseated by Dagon's digestive juices. The save DC is Constitution-based.

A swallowed creature can cut its way out by using a light slashing or piercing weapon after dealing 60 points of damage to the stomach (AC 27). Once the creature exits, muscular action closes the hole; another swallowed opponent must cut its own way out.

Dagon's stomach can hold 2 Large, 8 Medium, 32 Small, 128 Tiny, or 512 Diminutive or smaller opponents.



Dagon

Illus. by F. Vohwinkel

Ancient Dagon is among the oldest demon lords of the Abyss and the patron of those who dwell in the lightless depths of the sea.

STRATEGY AND TACTICS

All those who would assault Dagon must first withstand his horrific visage. Dagon's true seeing ability allows him to observe which of his enemies possess the most magical auras, and it is these enemies he targets with quickened *greater dispel magic* during the early rounds of combat. Dagon generally eschews his spell-like abilities in combat, saving them for ranged attacks. He splits his attacks among as many targets as possible, focusing his attacks only against those foes that seem able to hurt him consistently. If brought below 50 hit points, Dagon teleports away to plot revenge at a later date, possibly using *nightmare* on his enemies for many weeks or even years to come.

SERVANTS, ENEMIES, AND GOALS

Dagon is survived the rise of the tanar'ri in large part due to his isolationist nature. When the Queen of Chaos called upon the obyrith lords to aid her in her battle against the Wind Dukes of Aaqa, Dagon refused her call. Other obyriths did so as well, and the Queen destroyed them for their trouble. Dagon was powerful enough that the Queen dared not raise her tentacles against him. When the obyriths were defeated, Dagon knew his choice had been the right one.

Today, Dagon is held as an oracle and seer among the tanar'ri. They come to this ancient demon with offerings of weapons and sacrifices in return for ancient knowledge of the Abyss and its holdings that predate the rise of the tanar'ri. Dagon has built a mighty empire in his realm on these offerings and today is one of the mightiest demon lords in the Abyss. Dagon's realm lies directly below Demogorgon's, and the two have entered a strange sort of alliance.

Dagon is served by all manner of aquatic demons and monsters in his realm, which is known as Shadowsea (layer 89). Despite his obyrith nature, myrmyxicus demons often pay him tribute if only to keep him appeased. His favored minions are the wastriliths—once obyrith themselves, these demons retain loyalty to Dagon despite the fact that they have evolved beyond their ancient roots into their own beings.

Dagon's presence is felt on the Material Plane as well. He is sought by powerful and insane spellcasters for the ancient secrets he guards, and has been known to grant these secrets through spells such as *contact other plane.* Treat Dagon as a demideity on all topics except for the ancient history of the Abyss, on which topic he is treated as a greater deity who always knows an answer (treat results of "don't know" as "true answer" results). Contact with Dagon is particularly dangerous, though, and Intelligence checks made to avoid a decrease in Intelligence and Charisma take a –2 penalty.

Dagon is also venerated as a god by certain aquatic races. Kraken are known to worship him, as do some chuuls, sea hags, and water nagas. The most fanatic of Dagon's Material Plane worshipers are certain ancient tribes of kuo-toa that dwell in the depths of the open sea and have never heard of Blibdoolpoolp. These kuo-toa hold that their race has existed for eons before the advent of the gods and that, in these ancient times, they were the chosen minions of Dagon. Today, their numbers are small and dwindling—they have been hunted nearly to extinction by intolerant sahuagin who view Dagon as a threat to Sekolah's power. Isolated pockets of these ancient kuo-toa have relocated to shallower homes off the coast of isolated stretches of land. In many cases, these kuo-toa have come in contact with coastal communities of surface dwellers. These unsuspecting coastal villages are quickly converted to Dagon's worship by force or trickery—in so doing, these kuo-toa hope to rebuild their numbers and strength so as to some day reclaim rulership of the depths.

Clerics of Dagon have access to the domains of Chaos, Entropy, Evil, and Water. His symbol is a set of six spiraling tentacles arrayed around a fanged mouth.

DAGON LORE

Characters with ranks in Knowledge (religion) or Knowledge (the planes) can learn more about Dagon. When a character makes a successful skill check, the following lore is revealed, including the information from lower DCs.

DC	Result
20	Dagon is an ancient demon whose worship extends beyond recorded history. His cultists range from backwater fishermen to the deep-dwelling monsters of the ocean.
25	Merely observing the Prince of the Darkened Depths can cause madness of a specific sort—an irrational fear of the sea and those that dwell within.
30	Dagon can lure unsuspecting victims to him with a hypnotic song.
35	Dagon can constrict and swallow his enemies whole, but cannot himself be grappled or held against his will. Only lawful-aligned weapons made of cold iron deal him full harm.

DEMOGORGON

The demon towers a full 18 feet tall, his body at once sinuous like that of a snake and powerful like that of a great ape. Two baleful baboon heads leer from atop his lumbering shoulders, attached to which are two long, writhing tentacles. His lower torso is saurian, like some great reptile with an immense forked tail.

DEMOGORGON, PRINCE OF DEMONS CR 23

CE Huge outsider (aquatic, chaotic, evil, extraplanar, tanar'ri)
Init +12; **Senses** darkvision 60 ft., true seeing; Listen +38, Spot +38
Languages Abyssal, Aquan, Common; telepathy 300 ft.

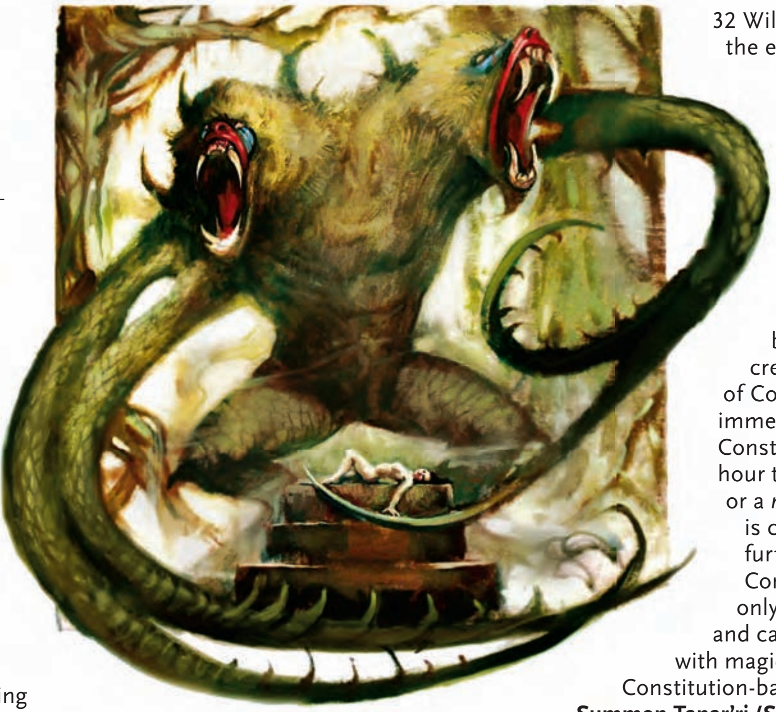
AC 43, touch 16, flat-footed 35; Dodge, Mobility (–2 size, +8 Dex, +27 natural)
hp 499 (27 HD); fast healing 10; **DR** 20/cold iron and good
Immune electricity, poison
Resist acid 10, cold 10, fire 10; **SR** 34
Fort +29, **Ref** +23, **Will** +21

Speed 50 ft. (10 squares), swim 50 ft.
Melee 2 tentacles +39 (1d8+14 plus rot) and 2 bites +35 (2d6+7) and tail slap +35 (2d6+7 plus energy drain)
Space 15 ft.; **Reach** 15 ft.
Base Atk +27; **Grp** +49
Atk Options Combat Expertise, Spring Attack, Whirlwind Attack
Special Actions dual action, gaze, *summon tanar'ri*
Spell-Like Abilities (CL 20th):
At will—*astral projection*, *contagion* (DC varies), *desecrate*, *detect good*, *detect law*, *fly*, *greater dispel magic*, *greater teleport*, *project image*, *telekinesis* (DC 24), *unhallow*, *unholy blight* (DC 23)
3/day—*feeblemind* (DC 24), *symbol of death* (DC 27)
1/day—*dominate person* (DC 28)

Abilities Str 38, Dex 27, Con 38, Int 26, Wis 22, Cha 28
SQ amphibious, tanar'ri traits (see page 28)
Feats Alertness, Combat Expertise, Combat Reflexes, Dark Speech*, Dodge, Improved Initiative, Mobility, Multiattack, Spring Attack, Whirlwind Attack
* New feat described on page 85
Skills Bluff +39, Concentration +44, Diplomacy +43, Intimidate +41, Jump +52, Knowledge (arcana) +38, Knowledge (history) +38, Knowledge (nature) +38,

Knowledge (the planes) +38, Listen +38, Move Silently +38, Search +38, Sense Motive +36, Spellcraft +40, Spot +38, Swim +52

Dual Actions (Ex) Demogorgon, having two heads with distinct intelligences and personalities, can take two rounds' worth of actions in any given round, as if he were two creatures. For instance, he could take two standard actions and two move actions, or he could take two full-round actions.



Demogorgon

Illus. by E. Gist

Energy Drain (Su) Any living creature hit by Demogorgon's tail slap gains 1d4 negative levels. For each negative level bestowed, Demogorgon heals 5 points of damage. If the amount of healing is more than the damage he has taken, he gains any excess as temporary hit points. If a negative level has not been removed before 24 hours have passed, the afflicted opponent must succeed on a DC 37 Fortitude save to remove it. Failure means that the opponent's level (or Hit Dice) is reduced by 1. The save DC is Constitution-based.

Gaze (Su) Each of Demogorgon's heads has its own gaze attack. Any creature within 30 feet of the demon lord must make two successful DC 32 Will saving throws each round at the beginning of its turn, the first save against Demogorgon's beguiling gaze and the second save against his insanity gaze. Creatures can avoid the need to make saving throws by averting their eyes or wearing a blindfold (*MM* 309).

Demogorgon can actively target foes with his beguiling gaze and insanity gaze, in which case each gaze requires a standard action to activate. Thanks to his dual actions ability, Demogorgon can use both gazes in the same round. He must split these gaze attacks between two targets to gain their effects. Conversely, as a standard action, he can lock the gazes of both heads on a single target and use a special hypnosis gaze effect. Demogorgon cannot use his hypnosis gaze during the same round in which he uses his beguiling gaze, his insanity gaze, or both.

Beguiling Gaze: The gaze attack of Aameul, Demogorgon's left head, is the equivalent of a *charm monster* spell (DC 32) with a range of 30 feet.

Insanity Gaze: The gaze attack of Hethradiah, Demogorgon's right head, is the equivalent of an *insanity* spell (DC 32) with a range of 30 feet.

Hypnosis Gaze: If Demogorgon locks the gazes of both heads upon a single target within 30 feet, that creature is affected as though by a *hypnotism* spell. Only a target with 15 Hit Dice or more is allowed a DC 32 Will saving throw to resist the effect.

The save DCs for all three gaze attacks are Charisma-based.

Rot (Su) Any living creature touched by Demogorgon's tentacles must succeed on a DC 37 Fortitude save, or its flesh and bones begin to rot. The creature takes 1d6 points of Constitution damage immediately and 1 point of Constitution damage every hour thereafter until it dies or a *remove disease* spell is cast. The spell stops further damage, but lost Constitution points return only with natural healing and cannot be restored with magic. The save DC is Constitution-based.

Summon Tanar'ri (Sp) Once per day, Demogorgon can automatically summon 1d8 vrocks, 1d6 hezrous, 1d4 glabrezu, 1d3 nalfeshnees, 1 marilith, or 1 balor. This ability is a equivalent of a 9th-level spell (CL 20th).

Amphibious (Ex) Even though Demogorgon has the aquatic subtype, he can survive indefinitely on land.

The Prince of Demons holds his title through sheer might alone. His name alone can inspire a primal fear.

STRATEGY AND TACTICS

Demogorgon is a powerful foe, yet he disdains direct confrontations. He would rather send his minions (of which he has many) into battle to settle his disputes. If Demogorgon must fight, he uses project image first from a secure location protected by demonic minions and symbols of death. He uses his spell-like abilities (leading with dominate person and feeblemind), using two per round until he is confronted in combat.

In melee, Demogorgon typically takes a full attack action, a move action, and a standard action to use a spell-like ability. He prefers to use his beguiling gaze and insanity gaze passively, rather than sacrificing opportunities to make physical attacks or use spell-like abilities. He saves his hypnosis gaze for when he fights a single foe.

SERVANTS, ENEMIES, AND GOALS

Inside the Prince of Demons rages a secret war for control of himself. Demogorgon has two heads and therefore two minds, and each one seeks domination of the other. Aameul is the persona in control of Demogorgon's left head, while Hethradiah controls the right. Each is unable to control the other, nor could one slay the other without also perishing. By most definitions, this internal conflict would be described as insanity, but that would be applying inappropriate mortal standards to one whom such standards can never apply.

Demogorgon’s war with Orcus and Graz’zt has been epic in scope. Their armies have clashed throughout the Abyss since the dawn of the tanar’ri race. For a time, Orcus vanished (apparently slain), as did Graz’zt (who was imprisoned on the Material Plane by the archmage Iggwilv), yet never has the Abyss known complete peace from this eternal war.

Demogorgon is served by all manner of demons, some of which (such as the retriever) were actually created by him. Many powerful and unique demons serve him as well, and he commands armies of evil lizardfolk, scheming yuan-ti, sadistic troglodytes, vampiric ixitxachitl, and countless shoals of Abyssal aquatic predators. His close alliance with the ancient demon lord Dagon has provided him with access to Abyssal secrets that the other demon lords could only guess about. The methods of creating the powerful undead warlords known as death knights represent the least of these secrets, yet they are horrific and potent nevertheless.

Worshipers of Demogorgon are more likely to be scaly things that hide from the light than humans or members of other civilized races. Despite his statue in the Abyss, the vast majority of the Material Plane is blissfully ignorant of his existence, yet they know his works, if only indirectly. The troglodytes worship him as Ahmon-Ibor, the Sibilant Beast, and use his teachings to bring vile intelligence and fanaticism to the beasts of the wild. Yuan-ti know him as Siosivash and raise great temples to him in sunken caverns. The unknowable ixitxachitl are his chosen minions on the Material Plane, and even they dare not speak his name aloud. The rare human cults that venerate the Prince of Demons welcome piracy and cannibalism with open arms.

While humanoid cults dedicated to Demogorgon might be rare, individual humanoid worshipers of the Prince of Demons are more likely menaces. These followers often control the societies they live in or have much influence over those who do. They keep their faith secret from society, and use their power to spread evil and misery in his unspoken name.

Clerics of Demogorgon have access to the domains of Chaos, Corruption, Demonic, and Evil. His symbol is a forked tail.

DEMOGORGON LORE

Characters with ranks in Knowledge (religion) or Knowledge (the planes) can learn more about Demogorgon. When a character makes a successful skill check, the following lore is revealed, including the information from lower DCs.

DC	Result
20	Demogorgon is the self-styled Prince of Demons. Other demon lords might contest this title, but none is strong enough to wrench it from Demogorgon’s grip.
25	Demogorgon’s touch can rot flesh from bones or drain life from the soul.
30	Those who meet Demogorgon’s dual gaze can look forward to a life of madness, servitude, or both.
45	Demogorgon’s heads each have a distinct personality, and while they don’t always get along, they do grant the Prince of Demons all the tactical advantages of being two creatures in one body.

FRAZ-URB’LUU

This hulking menace stands just over 18 feet tall, despite his hunched posture. His muscular body is covered with short, coarse pale-blue fur. Two black, leathery wings protrude from his back, and his coiling tail ends in a cruel razor-sharp point. His face is framed by large, ragged ears, and while his eyes are relatively small, his mouth is overly large and filled with fangs.

FRAZ-URB’LUU, PRINCE OF DECEPTION CR 21

CE Huge outsider (chaotic, evil, extraplanar, tanar’ri)
Init +8; **Senses** darkvision 60 ft., true seeing; Listen +31, Spot +31
Languages Abyssal, Common; telepathy 300 ft.

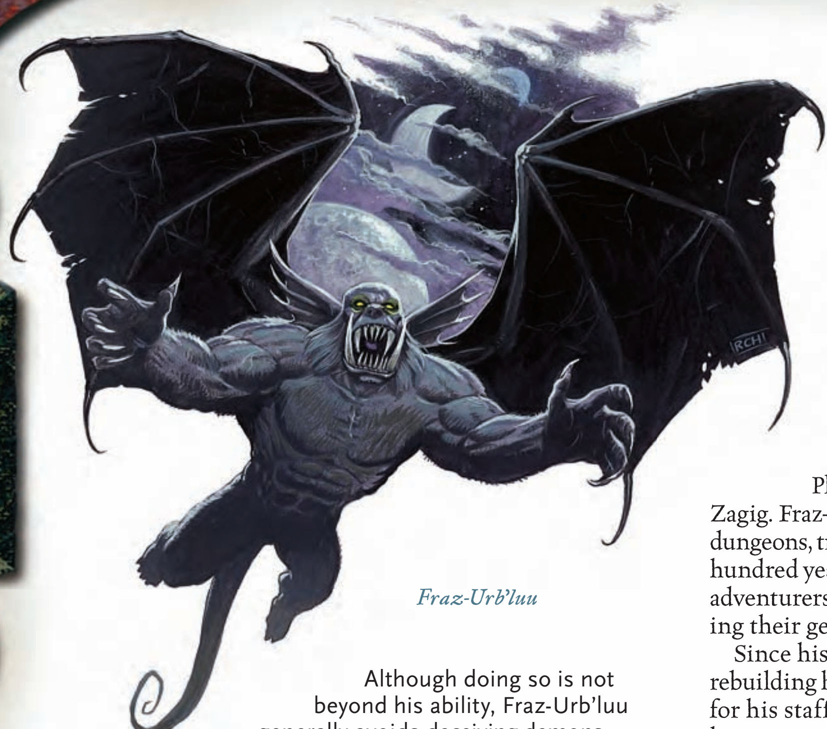
AC 37, touch 12, flat-footed 33 (–2 size, +4 Dex, +25 natural)
hp 420 (24 HD); **DR** 20/cold iron and good
Immune electricity, mind-affecting spells and abilities, poison
Resist acid 10, cold 10, fire 10; **SR** 32
Fort +27, **Ref** +18, **Will** +18

Speed 30 ft. (6 squares), fly 50 ft. (average)
Melee* 2 slams +32 (1d8+20) and
bite +30 (2d6+15) and
tail +30 (2d8+15)
* Attacks include *greater magic fang* and the Power Attack feat
Space 15 ft.; **Reach** 15 ft.
Base Atk +24; **Grp** +42
Atk Options Awesome Blow, Improved Bull Rush, Improved Sunder, Power Attack, improved grab (tail), constrict 2d8+10
Special Actions *deception*, *summon tanar’ri*
Spell-Like Abilities (CL 20th):
At will—*astral projection*, *desecrate*, *detect good*, *detect law*, *greater dispel magic*, *greater magic fang*, *greater teleport*, *summon monster VII*, *telekinesis* (DC 22), *unhallow*, *unholy blight* (DC 21)
3/day—*programmed image* (DC 23), *symbol of weakness* (DC 24)
1/day—*summon monster IX*

Abilities Str 30, Dex 18, Con 36, Int 22, Wis 19, Cha 25
SQ inscrutable, tanar’ri traits (see page 28)
Feats Augment Summoning, Awesome Blow, Dark Speech*, Improved Bull Rush, Improved Initiative, Improved Sunder, Multiattack, Power Attack, Spell Focus (conjuration)
* New feat described on page 85
Skills Bluff +34, Concentration +40, Diplomacy +38, Disguise +34 (+36 acting in character), Intimidate +36, Knowledge (arcana) +33, Knowledge (history) +33, Knowledge (the planes) +33, Listen +31, Search +33, Sense Motive +31, Spellcraft +35 (+37 to decipher spells on scrolls), Spot +31, Use Magic Device +34 (+36 scrolls)

Constrict (Ex) Fraz-Urb’luu deals 2d8+10 points of damage with a successful grapple check, in addition to damage from his tail attack.

Deception (Sp) Fraz-Urb’luu’s most notorious ability is his knack for deceiving other powerful demon lords into believing they have been summoned by some foolish mortal. He can attempt to deceive another demon in this manner once per day as a free action. The demon can resist the summons with a successful DC 32 Will save. Since this ability is a free action, Fraz-Urb’luu often uses *greater teleport* to retreat elsewhere just before the deceived demon appears. Demons deceived in this manner quickly realize what has happened and usually fly into a fury and attack anything in sight as a result.



Fraz-Urb'luu

Illus. by R. Horsley

Although doing so is not beyond his ability, Fraz-Urb'luu generally avoids deceiving demons with a CR higher than his own, since he doesn't enjoy inviting the wrath of such powerful fiends.

Since this ability summons demons rather than calls them, they cannot perform summoning effects of their own. Likewise, they are not actually slain if defeated in combat; rather, they return whence they came in such an event. In any case, a deceived demon vanishes automatically after 2 minutes.

This ability is the equivalent of an epic-level spell. An epic spell has no fixed level. For purposes of Concentration checks, spell resistance, and other possible situations where spell level is important, an epic spell is treated as if it were a 10th-level spell.

Improved Grab (Ex) To use this ability, Fraz-Urb'luu must hit an opponent of any size with his tail attack. He can then attempt to start a grapple as a free action without provoking an attack of opportunity. If he wins the grapple check, he establishes a hold and can constrict.

Inscrutable (Su) Fraz-Urb'luu is immune to most divination spells and effects. Attempts to scry on him are automatically foiled by a *screen* effect (CL 20th). Fraz-Urb'luu can suppress this defense by concentrating.

Summon Tanar'ri (Sp) Once per day, Fraz-Urb'luu can automatically summon 1d4 vrocks or 1 nalfeshnee. These demons gain a +4 enhancement bonus to Strength and Constitution due to Fraz-Urb'luu's Augment Summoning feat.

Deceptive Fraz-Urb'luu is the patron demon lord of illusionists and tricksters, a wrathful prince who only recently escaped imprisonment on the Material Plane.

STRATEGY AND TACTICS

Fraz-Urb'luu is never encountered without a greater magic fang spell in effect on all of his natural weapons; the statistics above include these bonuses. He opens combat by first summoning monsters and demons, sending these minions to engage the enemy while he hangs back and uses *telekinesis* and *unholy blight* to support them.

Fraz-Urb'luu's hatred of humanity tends to trump these tactics, though. Against humans, he prefers to close to melee immediately, focusing his physical attacks on such enemies until they are slain.

Whenever Fraz-Urb'luu is brought below 100 hit points, he immediately uses his deception power to try to summon another demon lord, teleporting away the instant before the other demon appears.

SERVANTS, ENEMIES, AND GOALS

The most significant event in Fraz-Urb'luu's recent past was his imprisonment on the Material Plane below Castle Greyhawk by the mad archmage Zagig. Fraz-Urb'luu remained imprisoned in those infamous dungeons, trapped in a bas-relief carving on a wall, for over two hundred years before he was accidentally released by a pair of adventurers whom Fraz-Urb'luu promptly repaid by destroying their gear and stranding them in his Abyssal realm.

Since his escape, Fraz-Urb'luu has spent the past 25 years rebuilding his Abyssal realm of Hollow's Heart and searching for his staff, a potent artifact that was stolen at the time of his imprisonment. Fueling these goals is rage—rage focused primarily on all of humanity. Fraz-Urb'luu hopes that when he has fully re-established his power over Hollow's Heart and has reclaimed his staff, he'll be able to bring this rage to bear on his enemies.

Fraz-Urb'luu counts no other demon lord as an ally, because his ability to deceive them and trick them makes him a particularly hated demon lord. Rumors hold that this hatred might have encouraged some of the other demon princes to aid in Fraz-Urb'luu's imprisonment. For now, his enemies keep a watchful eye on Hollow's Heart but dare not move against him. He might be alone, but Fraz-Urb'luu remains one of the more powerful of the Abyssal lords nevertheless.

FRAZ-URB'LUU LORE

Characters with ranks in Knowledge (religion) or Knowledge (the planes) can learn more about Fraz-Urb'luu. When a character makes a successful skill check, the following lore is revealed, including the information from lower DCs.

DC	Result
20	Fraz-Urb'luu is the patron of illusionists and tricksters. His cultists specialize in deceiving others into worshiping the demon lord and (ultimately) into sacrificing themselves to him.
34	Fraz-Urb'luu was, until recently, imprisoned on the Material Plane, and is in the process of reclaiming his Abyssal realm and searching for his potent magic staff.
39	Fraz-Urb'luu is a master of summoning, and the creatures he conjures are more powerful than normal.
44	Fraz-Urb'luu's most potent ability is to deceive other demon lords into believing they have been summoned. Fraz-Urb'luu uses this ability to cover his escape or to trick other powerful demons into fighting his fights.

Fraz-Urb'luu prefers minions that play to his strengths of deception, seduction, and treachery. Succubi are one of his favorite tools, as are the sinister lilitu. He also commands a large number of chaotic evil rakshasas known as the Hollow Rajahs.

Fraz-Urb'luu's cults are known as the Cults of Deception. A typical cult consists of a dozen of so members, most of which have at least a few levels of cleric. Posing as benign sects of obscure deities, these cultists seduce and trick people into joining their ranks and offering their unknown worship to Fraz-Urb'luu. These poor folk are doomed the moment they join a cult, for eventually they are sacrificed or goaded into sacrificing themselves. These poor deluded souls inevitably find themselves the eternal prisoners of Fraz-Urb'luu in his mighty city of Zoragmelok on Hollow's Heart.

Clerics of Fraz-Urb'luu have access to the domains of Chaos, Demonic, Evil, and Trickery. His symbol is his staff—a jeweled scepter of adamantine cast at the end to resemble five bestial arms that splay outward to grip a horned and fanged humanoid skull.

GRAZ'ZT

The figure standing before the throne is darkly handsome, an ebon-skinned man nearly 9 feet tall. His slightly pointed ears, yellow fangs, and six-fingered hands mark him for the demon he is.

GRAZ'ZT, THE DARK PRINCE CR 22

CE Large outsider (chaotic, evil, extraplanar, tanar'ri)
Init +13; **Senses** darkvision 60 ft., true seeing; Listen +35, Spot +35
Languages Abyssal, Common, Draconic, Giant, Infernal; telepathy 300 ft.

AC 54, touch 12, flat-footed 51; Dodge, displacement (50% miss chance)
(–1 size, +3 Dex, +22 natural, +13 armor, +7 shield)
hp 445 (27 HD); fast healing 10; **DR** 20/cold iron and good
Immune electricity, poison
Resist acid 10, cold 10, fire 10; **SR** 33
Fort +27, **Ref** +24, **Will** +20

Speed 30 ft. in full plate (6 squares), 40 ft. base
Melee* *+5 acidic burst bastard sword* +34/+29/+24/+19 (2d8+32/17–20 plus 1d6 acid [plus 1d10 acid on a critical hit]) or
Melee *+5 acidic burst bastard sword* +41/+36/+31/+26 (2d8+18/17–20 plus 1d6 acid [plus 1d10 acid on a critical hit])
* Attacks include the Power Attack feat
Space 10 ft.; **Reach** 10 ft.
Base Atk +27; **Grp** +39
Atk Options Cleave, Combat Expertise, Power Attack
Special Actions fear, *summon tanar'ri*
Spell-Like Abilities (CL 20th):
At will—*astral projection*, *charm monster* (DC 28), *desecrate*, *detect good*, *detect law*, *greater dispel magic*, *greater teleport*, *telekinesis* (DC 29), *unhallow*, *unholy blight* (DC 28)
3/day—*dominate person* (DC 28), empowered *unholy blight* (DC 28), *symbol of persuasion* (DC 30)
1/day—*trap the soul* (DC 33)

Abilities Str 27, Dex 28, Con 35, Int 33, Wis 20, Cha 38
SQ tanar'ri traits (see page 28)
Feats Cleave, Combat Expertise, Dark Speech*, Dodge, Empower Spell-Like Ability (*unholy blight*), Exotic Weapon Proficiency (bastard sword), Improved Critical (bastard sword), Improved Initiative, Power Attack, Weapon Focus (bastard sword)
* New feat described on page 85
Skills Balance +2, Bluff +44, Concentration +42, Diplomacy +48, Disguise +44 (+46 acting in character), Forgery +41, Gather Information +44, Hide +27, Intimidate +46, Jump +8, Knowledge (arcana) +41, Knowledge (history) +41, Knowledge (religion) +41, Knowledge (the planes) +41, Listen +35, Move Silently +30, Search +41, Sense Motive +35, Spellcraft +43, Spot +35, Tumble +30
Possessions *+5 mithral glamered full plate*, *+5 heavy steel shield*, *+5 acidic burst bastard sword*, *major cloak of displacement*

Fear (Su) As a free action, Graz'zt can inspire fear (as the spell of the same name) by sneer and word once per round in any target creature within 60 feet. This effect can be resisted with a DC 37 Will save. This is a mind-affecting fear ability. The save DC is Charisma-based.
Summon Tanar'ri (Sp) Once per day, Graz'zt can automatically summon 1d2+1 glabrezu or 1 balor. This ability functions as a 9th-level spell (CL 20th).

Of the demon princes, none appears more human than Graz'zt, the Dark Prince, patron of tyrants, despots, and all those who would rule by force.

STRATEGY AND TACTICS

Graz'zt does not hesitate to use his spell-like abilities in combat, and he has a particular fondness for *charm monster* and empowered *unholy blight*. Near the start of any combat, he attempts to use dominate person against an obvious fighter or rogue, hoping to turn the target against his or her allies. In melee combat, Graz'zt fights with a *+5 acidic burst bastard sword* (which functions as a *flaming burst* weapon except that it deals acid damage instead of fire damage). He uses his fear ability against spellcasters and archers to prevent them from aiding those he fights.

SERVANTS, ENEMIES, AND GOALS

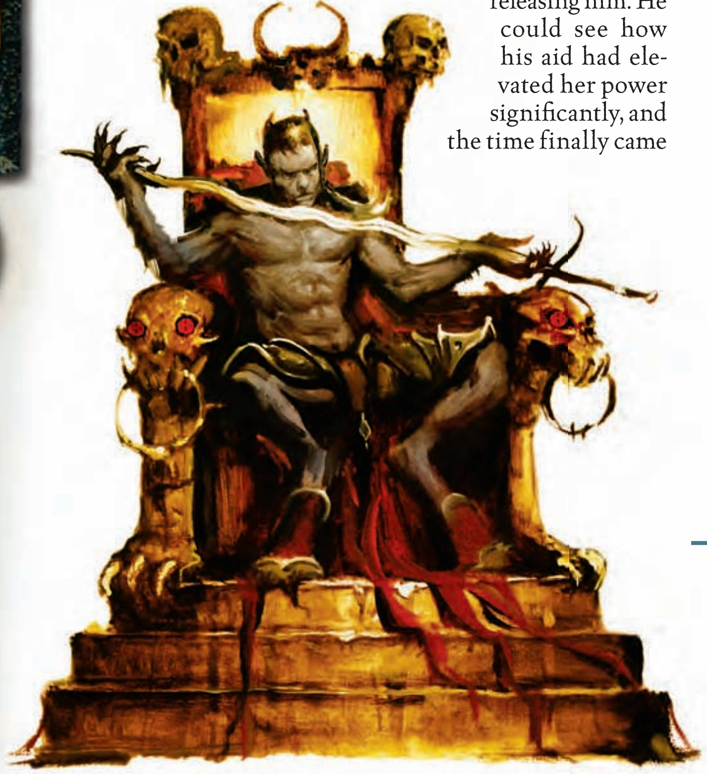
Graz'zt's war with the other demon lords of the Abyss is legendary. He controls the largest kingdom—his realm covers three adjacent layers of the Abyss. Unfortunately, control of a larger realm doesn't exactly translate into an advantage to a demon lord.

Graz'zt's goal is nothing less than total conquest of the Abyss. He despises the fact that Demogorgon is known as the Prince of Demons—he covets that title more than anything else. His crusade to dominate the Abyss proceeds apace. His most recent triumph was the deposing of the Demon Prince of Madness, Adimarchus. With the aid of his son, Athux, Graz'zt was able to engineer Adimarchus's imprisonment on Carceri. Unfortunately, Graz'zt was unable to conquer Adimarchus's realm, Occipitus. The Dark Prince's cold war of intrigue, sabotage, and slander against Malcanthet has also been consuming much of his time of late, and Abyssal rumor holds that an all-out war between their realms is drawing nigh.

Although a master tactician and accomplished swordfighter, Graz'zt's true strengths lie in seduction and guile. It is not by force alone, he realizes, that one can win control, but by controlling those who think they are in control. He enjoys the notion that he is the most intelligent, cunning creature in the Abyss; certainly, there are few who can match him in this arena (with the possible exceptions of Malcanthet and Pazuzu).

Unlike many other Demon Princes, Graz'zt pays a great deal of attention (through spies, mostly) to what goes on in the Material Plane. He is fond of trading favors with mortals, giving aid or information now for services to be demanded later. His most infamous alliance with a mortal is his relationship with the witch-queen Iggwilv.

Using lore stolen from the mad archmage Zagig, Iggwilv managed the audacious and shocking feats of conjuring Graz'zt and imprisoning him on the Material Plane. The two became unlikely lovers, and before long a child was born. But as time wore on, Graz'zt began to suspect Iggwilv had no intention of ever releasing him. He could see how his aid had elevated her power significantly, and the time finally came when he could use some of what she had taught him to increase his own power, if only he could escape.


Illus. by E. Gist

Graz'zt

Eventually, Iggwilv faltered in her control, and Graz'zt turned on her. An epic battle ensued, forcing Iggwilv to expend every spell, artifact, and ally she could, and although she managed to banish Graz'zt back to the Abyss, consigning him to a century of imprisonment, she was herself weakened to the point where she was forced to go into hiding. Eventually, Graz'zt had his revenge and managed to lure her into the Abyss where he imprisoned her for a time and was finally able to regain his stolen power, and then some. Iggwilv eventually escaped back to the Material Plane, and today she and Graz'zt maintain a love-hate relationship, each seeking to use the other to gain power in their own domains.

Graz'zt's cult is small except among certain monstrous races such as the lamias. Most of his priests, known as the Chosen, are female—a testament to his insatiable libido, although the Dark Prince has been known to take on male priests as well. His temples are dark, secluded places often guarded by lamias, harpies, or succubi with class levels.

Graz'zt enjoys contrasts, oppositions, and mismatches others find jarring or disgusting. Despite his fantastic wealth and love of the grotesque, he lives fairly simply. Wily and cunning, he keeps his mind clear from distractions so he can focus on claiming more land and minions by defeating his enemies, one at a time.

Clerics of Graz'zt have access to the domains of Chaos, Demonic, Evil, and Temptation domains. His symbol is a black, six-fingered hand.

GRAZ'ZT LORE

Characters with ranks in Knowledge (religion) or Knowledge (the planes) can learn more about Graz'zt. When a character makes a successful skill check, the following lore is revealed, including the information from lower DCs.

DC	Result
20	Graz'zt, the Dark Prince, is the patron of corrupt rulers and decadence. Sorcerers and wizards often revere him as well, for he is said to be the keeper of innumerable secrets.
25	Graz'zt fights with an acid-dripping bastard sword that he wields with great and deadly skill.
30	Graz'zt's sneer and voice can inspire fear in even the bravest soldier.
35	Graz'zt is at war with Demogorgon and Orcus, and he has been known to grant audiences with those who can provide him with aid or intelligence concerning this war.

JUIBLEX

A shuddering, glistening cone of jelly and slime striated with veins of black and green rears up from the pit. Baleful red eyes swim in the thing's gelatinous body, and dripping pseudopods of tremulous ooze writhe with latent hunger in every direction at once.

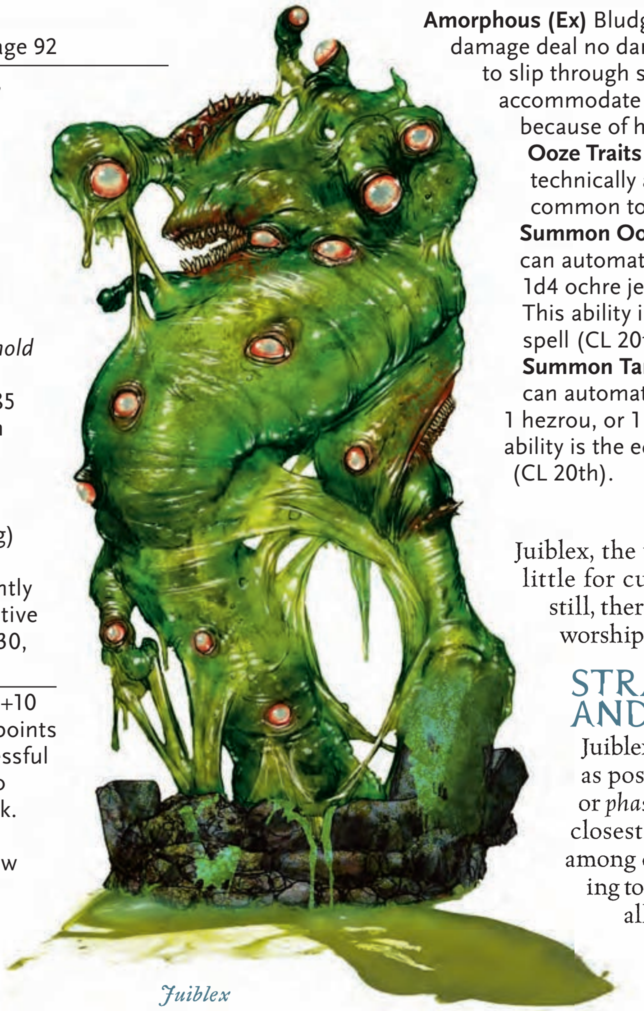
JUIBLEX, THE FACELESS LORD **CR 19**
CE Large outsider (chaotic, evil, extraplanar, tanar'ri)
Init +6; **Senses** blindsight 120 ft., darkvision 60 ft., true seeing; Listen +30, Spot +30
Languages Abyssal, Common; telepathy 300 ft.

AC 31, touch 11, flat-footed 29 (–1 size, +2 Dex, +20 natural)
hp 346 (21 HD); **DR** 20/cold iron and good; immune to bludgeoning damage
Immune acid, bludgeoning damage, cold, electricity, ooze traits (*MM* 313)
Resist fire 10; **SR** 30
Fort +24, **Ref** +14, **Will** +20

Speed 30 ft. (6 squares), climb 30 ft.
Melee 4 slams +30 (2d6+10 plus 2d6 acid)
Space 10 ft.; **Reach** 10 ft.
Base Atk +21; **Grp** +35
Atk Options Combat Expertise, Improved Trip, improved grab, constrict 2d6+10 plus 2d6 acid, dissolve, engulf
Special Actions create slime, *summon ooze*, *summon tanar'ri*
Spell-Like Abilities (CL 20th):
At will—*astral projection*, *desecrate*, *detect good*, *detect law*, *greater dispel magic*, *greater teleport*, *hold monster* (DC 19), *fly*, *telekinesis* (DC 19), *unhallow*, *unholy blight* (DC 18)
3/day—quickened *hold monster* (DC 19), *phase door*, *symbol of insanity* (DC 21)

1/day—*despoil** (DC 23)
* New spell described on page 92

Abilities Str 30, Dex 14, Con 34, Int 22, Wis 22, Cha 18
SQ amorphous, ooze traits (*MM* 313), tanar'ri traits (see page 28)
Feats Combat Expertise, Combat Reflexes, Dark Speech*, Improved Critical (slam), Improved Initiative, Improved Trip, Iron Will, Quicken Spell-Like Ability (*hold monster*)
* New feat described on page 85
Skills Bluff +28, Concentration +36, Diplomacy +6, Hide +22, Intimidate +30, Knowledge (arcana) +30, Knowledge (dungeoneering) +30, Knowledge (religion) +30, Listen +30, Move Silently +26, Search +30, Sense Motive +30, Spellcraft +32, Spot +30, Swim +34



Juiblex

Illus. by A. Swekel

Constrict (Ex) Juiblex deals 2d6+10 points of damage plus 2d6 points of acid damage with a successful grapple check, in addition to damage from his slam attack.

Create Slime (Su) Once every other round, Juiblex can spew forth a patch of green slime (*DMG* 76) anywhere within 20 feet of himself (including at a target, making a ranged touch attack with a bonus of +22) as a free action.

Dissolve (Ex) Juiblex's acidic touch deals 50 points of damage per round to wood or metal objects. Armor and clothing worn by a creature Juiblex strikes dissolves immediately unless the owner makes a DC 32 Reflex save. A metal or wooden weapon that strikes Juiblex dissolves immediately unless its owner makes a DC 32 Reflex save, although the weapon still deals damage normally on Juiblex before it dissolves. The save DC is Constitution-based.

Engulf (Ex) Juiblex can engulf any Medium or smaller creature he is grappling by making a successful grapple check. An engulfed creature takes constriction damage each round and is considered to be grappled and trapped within his body. Additionally, an air-breathing creature must hold his breath or begin to drown. A creature can escape Juiblex's body as a standard action by beating Juiblex's grapple check with his own grapple check or Escape Artist check.

Juiblex can engulf up to four Medium or Small creatures, 16 Tiny creatures, 64 Diminutive creatures, or an unlimited number of Fine creatures.

Improved Grab (Ex) To use this ability, Juiblex must hit an opponent of any size with his slam attack. He can then attempt to start a grapple as a free action without provoking an attack of opportunity. If he wins the grapple check, he establishes a hold and can constrict. Alternately, he can attempt to engulf a grappled character by making a successful grapple check.

Amorphous (Ex) Bludgeoning weapons and impact damage deal no damage to Juiblex. He is able to slip through spaces that otherwise could accommodate a creature no larger than Tiny because of his jellylike substance.

Ooze Traits Although Juiblex is not technically an ooze, he has all of the traits common to oozes (*MM* 313).

Summon Oozes (Sp) Once per day, Juiblex can automatically summon 1d6 gray oozes, 1d4 ochre jellies, or 1d2 black puddings. This ability is the equivalent of a 7th-level spell (CL 20th).

Summon Tanar'ri (Sp) Once per day, Juiblex can automatically summon 3d10 dretches, 1 hezrou, or 1 alkilith (*Fiend Folio* 46). This ability is the equivalent of a 9th-level spell (CL 20th).

Juiblex, the wretched Faceless Lord, cares little for cultists or companionship. Yet still, there are those who find reasons to worship the lord of slime.

STRATEGY AND TACTICS

Juiblex closes to melee reach as soon as possible, using *greater teleport*, *fly*, or *phase door* if necessary to reach the closest target. He spreads his attacks among every victim in reach, attempting to constrict and then engulf them all. In the early rounds of combat, he augments his attacks with quickened *hold monster* spells. He generally uses his ability to create slime to attack creatures just out of reach or to create barriers to prevent other enemies from reaching him safely. If brought below 100 hit points, Juiblex summons

JUIBLEX LORE

Characters with ranks in Knowledge (religion) or Knowledge (the planes) can learn more about Juiblex. When a character makes a successful skill check, the following lore is revealed, including the information from lower DCs.

DC	Result
20	Juiblex is the lord of oozes and shapeless things. He has few cultists and no real goals or schemes other than destruction and ruin.
25	Juiblex can crush and absorb those he sweeps up in his acidic pseudopods.
30	Juiblex's amorphous body is difficult to damage. Weapons that aren't cold iron and good-aligned can barely harm him, and bludgeoning attacks are useless altogether. Worse, the powerful acids in his body tend to consume or ruin anything that touches him.
35	Juiblex can spew green slime at foes and summon both oozes and demons to aid him in battle.

oozes or tanar'ri to keep his enemies busy and then teleports away to recover.

SERVANTS, ENEMIES, AND GOALS

Of all the demon lords of the Abyss, Juiblex is perhaps the simplest (and therefore easiest to understand) in his goals. Put simply, Juiblex has no goals other than to simply exist, destroying and killing and corroding anything he can get his tendrils around. He hates everything and revels only in destruction.

Juiblex shares the 222nd layer of the Abyss with Zuggtmoy, the Lady of Fungi. The two demons have a long history of conflict and war, with Juiblex's constant attempts to surge upward into Zuggtmoy's holdings a constant source of contention between the two. Other demons despise and loathe Juiblex, yet most see him as a faceless menace that poses a threat only to those foolish enough to stand in front of him, and they wisely choose to leave him alone.

There is no organized cult of Juiblex, although a few demented souls do revere the Faceless Lord as a god. It's doubtful that Juiblex knows of these few, and if he does, he certainly doesn't encourage them or reward their loyalty. His primary minions are the countless slimes, oozes, and jellies that shudder in the depths of his realm. Of these, only one is intelligent enough to serve the Faceless Lord willingly—a unique demonic black pudding known as Darkness Given Hunger.

Clerics of Juiblex have access to the domains of Chaos, Corruption, Evil, and Ooze. His symbol is that of a pseudopod dripping slime.

KOSTCHTCHIE

This bandy-legged, 24-foot-tall giant strides through the banks of blood-stained snow with a thunderous roar. He wields an immense maul crafted of cold iron, his malformed head jutting above his hunched shoulders and bearing a bestial mask of rage.

KOSTCHTCHIE, PRINCE OF WRATH CR 21

CE Huge outsider (chaotic, cold, evil, extraplanar, tanar'ri)
Init +1; **Senses** darkvision 60 ft., true seeing; Listen +31, Spot +31
Languages Abyssal, Common, Giant; telepathy 300 ft.

AC 41, touch 9, flat-footed 40
(–2 size, +1 Dex, +24 natural, +8 armor)
hp 425 (23 HD); **DR** 20/cold iron and good
Immune cold, critical hits, electricity, poison
Resist acid 10, fire 10; **SR** 32
Fort +27, **Ref** +14, **Will** +18
Weakness vulnerable to fire

Speed 30 ft. (6 squares) in hide armor; 40 ft. base
Melee* *+1 icy burst cold iron maul* +32/+27/+22/+17 (3d8+35/19–20/×3 plus 1d6 cold [plus 2d10 cold on a critical hit])
* Attacks include the Power Attack feat
Ranged rock +22 (2d8+15)
Space 15 ft.; **Reach** 15 ft.
Base Atk +23; **Grp** +46
Atk Options Awesome Blow, Cleave, Great Cleave, Improved Bull Rush, Power Attack, stunning blow
Special Actions rage, rock throwing, summon tanar'ri
Spell-Like Abilities (CL 20th):
At will—*astral projection*, *ice storm*, *desecrate*, *detect good*, *detect law*, *greater dispel magic*, *greater teleport*, *telekinesis* (DC 21), *unhallow*, *unholy blight* (DC 20), *wind walk*
3/day—*poison* (DC 20), *symbol of weakness* (DC 23)
1/day—*harm* (DC 22)

Abilities Str 40, Dex 12, Con 38, Int 18, Wis 20, Cha 23
SQ rock catching, tanar'ri traits (see page 28)
Feats Awesome Blow, Cleave, Dark Speech*, Improved Critical (maul), Improved Bull Rush, Power Attack, Track, Weapon Focus (maul)
* New feat described on page 85
Skills Climb +39, Concentration +40, Handle Animal +32, Intimidate +32, Jump +39, Knowledge (the planes) +30, Listen +31, Ride +29, Search +30, Spot +31, Survival +31 (+33 when following tracks), Swim +37
Possessions *+5 heavy fortification hide armor*, *+1 icy burst cold iron maul*

Rage (Ex) Once per day, Kostchtchie can enter a state of frenzy identical to that of a barbarian's greater rage ability. In this state, Kostchtchie's Strength and Constitution increase by 6 and his morale bonus on Will saves increases by 3. His Armor Class gains a –2 penalty. Kostchtchie remains in his rage for 2 minutes and is not fatigued when he leaves his rage.

While he is raging, Kostchtchie's statistics change as follows:
AC 39, touch 7, flat-footed 38
hp 494
Fort +30, **Will** +21
Melee *+1 icy burst cold iron maul* +35/+30/+25/+20 (3d8+40/19–20/×3 plus 1d6 cold [plus 2d10 cold on a critical hit])
Ranged rock +22 (2d8+18)
Grp +49
Abilities Str 46, Con 44
Skills Climb +42, Concentration +43, Jump +42, Swim +40

Rock Catching (Ex) Kostchtchie can catch Small, Medium, or Large rocks (or projectiles of similar shape). Once per round, if he would normally be hit by a rock, Kostchtchie can make a Reflex save to catch it as a free action. The DC is 15 for a Small rock, 20 for a Medium one, and 25 for a Large one. (If the projectile provides a magical bonus on attack rolls, the DC increases by that amount).

KOSTCHTCHIE LORE

Characters with ranks in Knowledge (religion) or Knowledge (the planes) can learn more about Kostchtchie. When a character makes a successful skill check, the following lore is revealed, including the information from lower DCs.

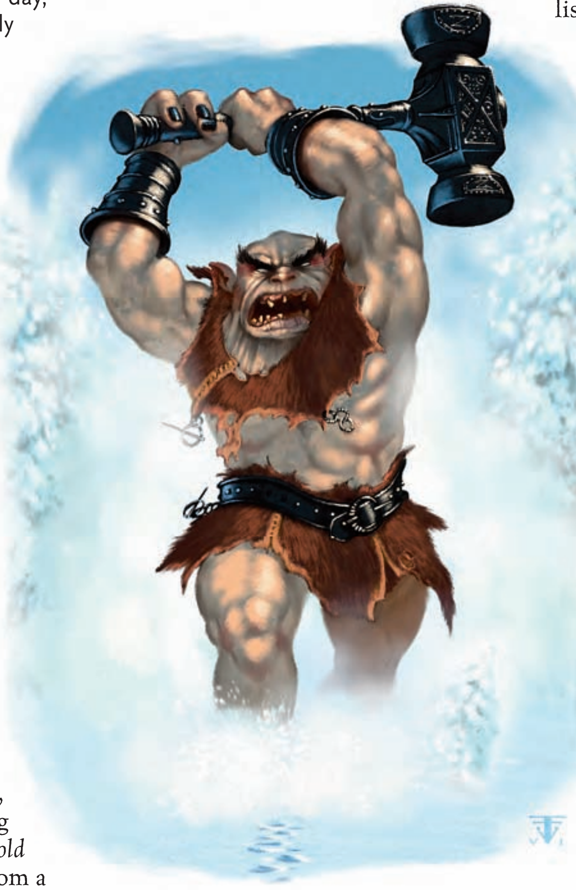
DC	Result
20	Kostchtchie is the fiendish patron of frost giants and looks like an enormous, deformed giant clad in hide armor.
25	As the lord of the frozen 23rd layer of Abyss, Kostchtchie is immune to cold damage but is vulnerable to fire damage.
30	Kostchtchie is a formidable combatant, even more so when he calls upon the primal frenzy of the berserker's rage. His weapon of choice is an enormous, blisteringly cold iron maul.
40	Blows from Kostchtchie's attacks are so powerful that they can stun those struck when he lands a particularly solid hit.

He must be ready and aware of the attack in order to make a rock catching attempt.

Rock Throwing (Ex) Kostchtchie can hurl rocks of 60 to 80 pounds (Medium objects) up to five range increments of 140 feet.

Stunning Blow (Su) Kostchtchie's attacks are particularly powerful. Each time he critically hits an opponent, that opponent is automatically stunned for 1 round unless he makes a DC 36 Fortitude save (DC 39 when Kostchtchie is raging). The save DC is Strength-based.

Summon Tanar'ri (Sp) Once per day, Kostchtchie can automatically summon 2d4 babaus or 1 goristro. This ability is the equivalent of a 9th-level spell (CL 20th).



Kostchtchie

Illus. by F. Vohwinkel

The deformed demon-giant Kostchtchie rules the polluted frozen reaches of the Iron Wastes. He is the patron of frost giants and the lord of wrath and rage.

STRATEGY AND TACTICS

Perhaps more than any of the other major demon lords, Kostchtchie revels in the frenzy of combat. He often forgets to use his spell-like abilities entirely, or uses them only on the opening round of combat. He might use his *harm* ability against a powerful warrior or blast a clustered group of spellcasters with an *ice storm* or *unholy blight*. When drawn into melee, he rages and pummels anything in reach with his *+1 icy burst cold iron maul*. He never retreats from a fight while raging. If reduced to fewer than 50 hit points at any other time, he'll *teleport* to safety to plan his revenge.

Given ample time to prepare for battle, the King of the Iron Wastes rallies his favorite mount—a great white wyrm named Svafnir—from the icy mountains of his domain and rides her toward his destiny.

SERVANTS, ENEMIES, AND GOALS

Kostchtchie's wrath and hate are legendary in the Abyss. He has no allies among the other demon lords, but is allowed to rule his realm on the 23rd layer of the Abyss with little interference as a result of his ruinous temper. This realm is utterly and completely under his command, yet Kostchtchie remains unsatisfied with its power. His giants conquer and claim a distant mountain in his name, yet from that mountain's peak the Prince of Wrath can always see one more mountain farther out that remains unclaimed. Worse, he is constantly aware of the simple fact that there exists elsewhere in the multiverse legions of frost giants who do not revere him as their master. The concept that these "lost children" exist enrages Kostchtchie like nothing else, and so he spends much of his time plotting incursions into regions on other planes (particularly Ysgard and the Material Plane). If he can avoid it, Kostchtchie prefers to convert new tribes of frost giants without slaughtering them. His favorite method is to appear to a new tribe, slay their current jarl, and then lead the tribe on a gruesome war against their enemies. If the tribe is slaughtered, Kostchtchie dismisses them as failures—not "true" giants. If they succeed, they are rewarded with entrance into the Iron Wastes, where the tribe can serve him eternally. Of course, these raids have done much in establishing his reputation as a warmonger among those peoples he incites the giants to assault. Kostchtchie has a particular hatred of frost giant tribes who worship other deities and often launches assaults on these tribes simply to discourage such heretical acts.

Most of Kostchtchie's cultists are frost giants, although it's not unheard-of for particularly brutal tribes of humanoid or ogre barbarians to venerate him as well. These cultists rank lower in Kostchtchie's eyes simply because of their smaller stature, although he does begrudgingly admit that a tribe of fiercely loyal humanoid or ogre barbarians can have its uses.

Clerics of Kostchtchie have access to the domains of Chaos, Evil, Fury, and Winter. The Winter domain is detailed in *Frostburn*; if you do not use this book in your campaign, replace this domain with the War domain. Kostchtchie's favored weapon is the maul. His symbol is a hammer rimed in bloody ice.

MALCANTHET

This statuesque beauty wears a sardonic smile on her ruby lips. Curved horns jut from her brow and hold back her long dark hair—and her eyes smolder with dangerous red sensuality. Large leathery wings stretch from her back, the joints of which are laced with razorlike claws, and a sinuous tail ending in a thin curved spike completes the image of demonic beauty. She wears a revealing gown of diaphanous silk and razor-studded leather straps, and she idly toys with a glittering and sparkling scourge made of fine adamantine spiked chains.

MALCANTHET, QUEEN OF THE SUCCUBI CR 21

CE Medium outsider (chaotic, evil, extraplanar, tanar'ri)
Init +10; **Senses** darkvision 60 ft., true seeing; Listen +37, Spot +37
Aura profane beauty
Languages Abyssal, Common; telepathy 300 ft.

AC 42, touch 35, flat-footed 32
(+10 Dex, +7 natural, +15 deflection)
hp 412 (25 HD); fast healing 10; **DR** 20/cold iron and good

Immune electricity, poison

Resist acid 10, cold 10, fire 10; **SR** 32

Fort +26, **Ref** +24, **Will** +23

Speed 30 ft. (6 squares), fly 70 ft. (perfect)

Melee +5 *shocking burst adamantine scourge* +37/+32/+27/+22 (1d8+12/19–20 plus 1d6 electricity [plus 1d10 electricity on a critical hit]) and
claw +27 (1d4+3) and
2 wings +27 (1d6+3) and
tail +27 (1d6+3 plus poison)

Space 5 ft.; **Reach** 5 ft.

Base Atk +25; **Grp** +32

Atk Options Combat Expertise, Improved Disarm, Improved Feint, Improved Trip, sneak attack +10d6

Special Actions seductive gaze, *summon tanar'ri*

Spell-Like Abilities (CL 20th):
At will—*astral projection*, *charm monster* (DC 31), *desecrate*, *detect good*, *detect law*, *disguise self* (DC 28, no limit on duration), *greater command* (DC 32), *greater dispel magic*, *greater teleport*, *telekinesis* (DC 30), *unhallow*, *unholy blight* (DC 29)
3/day—*mind fog* (DC 32), *symbol of persuasion* (DC 33)
1/day—*mass charm monster* (DC 35)

Abilities Str 24, Dex 30, Con 34, Int 24, Wis 28, Cha 40

SQ profane beauty, reflect enchantment, tanar'ri traits (see page 28)

Feats Combat Expertise, Dark Speech*, Exotic Weapon Proficiency (scourge), Greater Spell Focus (enchantment), Improved Critical (scourge), Improved Disarm, Improved Feint, Improved Trip, Spell Focus (enchantment)
* New feat described on page 85

Skills Balance +12, Bluff +43, Concentration +40, Diplomacy +49, Disguise +43 (+45 acting in character), Escape Artist +38, Forgery +35, Intimidate +45, Jump +9, Knowledge (nobility and royalty) +35, Knowledge (the planes) +35, Listen +37, Perform (dance) +43, Sense Motive +37, Spot +37, Tumble +38, Use Magic Device +43

Possessions +5 *shocking burst adamantine scourge*

Poison (Su) Stinger—Injury, Fort DC 34, initial 3d6 Wisdom, secondary domination. The secondary domination effect of Malcanthet's poison functions as the *dominate person* spell (CL 20th) except that it does not affect creatures that are immune to poison. Any effect that neutralizes poison also removes this effect. The save DC is Constitution-based.

Profane Beauty (Su) Malcanthet's otherworldly beauty grants her a deflection bonus equal to her Charisma bonus to her Armor Class as long as she doesn't wear armor. Good creatures must attempt a DC 37 Fortitude save each time they attempt to make a melee attack or otherwise touch Malcanthet. Failure indicates that they gain two negative levels as their souls are infused with her corruption. Malcanthet heals 10 hit points each time her profane beauty deals negative levels to a creature. The save DC is Charisma-based.

Seductive Gaze (Su) 30 feet, Will DC 37 negates. Those who meet Malcanthet's gaze and fail to resist are overwhelmed by her otherworldly beauty and take a –2 penalty on attack rolls, weapon damage rolls, saving throws, skill checks, ability checks, and level checks for the remainder of the round. Once per round as a free action on her turn, Malcanthet can attempt to dominate a creature (as *dominate monster* cast at 20th level) that is currently overwhelmed by her beauty. The target creature can resist becoming dominated with a DC 37 Will save. Malcanthet can dominate only one creature at a time; if she selects a new target, the old target is immediately freed from this effect. The domination otherwise persists until it is removed by *break enchantment*, *miracle*, or *wish*; it cannot be dispelled. The save DC is Charisma-based.

Sneak Attack (Ex) Malcanthet can make a sneak attack like a rogue, dealing an extra 10d6 points of damage whenever a foe is denied his or her Dexterity bonus, or when Malcanthet is flanking.

Summon Tanar'ri (Sp) Once per day, Malcanthet can automatically summon 1d4+2 succubi or 1d3 lilitus. This ability functions as a 9th-level spell (CL 20th).

Reflect Enchantment (Ex) Whenever an enchantment spell that targets Malcanthet fails to penetrate her spell resistance, that spell is reflected back upon the caster as if Malcanthet had cast the spell herself (although it still uses the caster's ability score modifier to set the save DC).

As seductive as she is dangerous, Malcanthet is the patron of the hedonistic, the lustful, and those who would use their beauty and magic charms to control and ruin those around them.

STRATEGY AND TACTICS

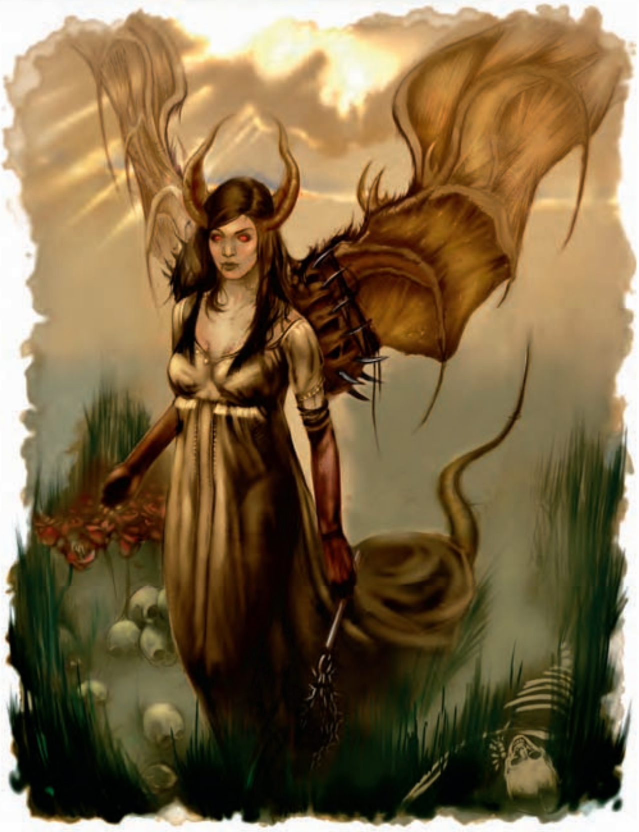
Malcanthet is a formidable foe in combat, yet she finds no pleasure in participating in a fight. Rather, she prefers to summon allies to fight for her while she hangs back, observes the fight, and uses *mind fog*, *mass charm monster*, *charm monster*, symbol of persuasion, and *greater command* to sow dissent among her enemies.

When directly confronted and forced to fight, Malcanthet responds with seething rage, focusing all her attacks on a single target. If possible, she flanks her target with an allied creature to gain her sneak attack damage. She usually fights with Combat Expertise at full effect, mixing up her attacks with disarm and trip attacks to keep her foes off balance and unarmed. Malcanthet uses Improved Feint only if her foe

MALCANTHET LORE

Characters with ranks in Knowledge (religion) or Knowledge (the planes) can learn more about Malcanthet. When a character makes a successful skill check, the following lore is revealed, including the information from lower DCs.

DC	Result
20	Malcanthet is the queen of succubi and the patron of hedonists and those who use their charms to control and ruin those around them.
30	Malcanthet's beauty is so perversely intense that it can drain the life from good creatures that try to attack or touch her.
35	Malcanthet can control a creature's will in a number of ways; she possesses many enchantment spell-like abilities, her sting drains wisdom and results in domination, and even her gaze can wipe away free will and make a person her eternal thrall.
40	Enchantment spells that fail to affect Malcanthet are reflected back on their caster, possibly resulting in the caster's enslavement to the Queen of Succubi.



Malcanthet

seems particularly difficult to hit, limiting her to one attack with her scourge, but at her best attack bonus and with the possibility of dealing sneak attack damage.

SERVANTS, ENEMIES, AND GOALS

Malcanthet dwells on an exquisitely beautiful plane of the Abyss known as Shendilavri (layer 570). To the casual observer, this realm might seem like a hedonistic paradise—in a way, this is exactly what it is. The problem for visitors is that it serves only as Malcanthet's paradise, and the Queen of the Succubi often takes great pleasure in the torment and ruin of her guests.

Malcanthet is served in her palace by numerous incubi and succubi, along with a cabal of 13 lilitu bards called the Radiant Sisters. These lilitus do not exhibit their kind's notorious intolerance for other lilitus or succubi, and their songs can be heard throughout Malcanthet's palace at all times, haunting and erotic melodies that can have unwelcome effects on those whom Malcanthet has not invited into her realm. Lamias, harpies, and half-fiend nymphs serve her as well.

Among the demon lords, Malcanthet's greatest allegiances are with her sometime lovers Pazuzu (with whom she has sired numerous particularly deadly succubi children) and Demogorgon (with whom she has sired things best left unmentioned). She has had trysts with most of the other demon lords, although these were idle affairs engineered by the Queen of the Succubi to gain some favor or prize. Many other minor demon lords such as Shami-Amourae and Lynkhab vie for the title of Queen of the Succubi, but none have been able to usurp Malcanthet from her throne as of yet.

She has long been in conflict with Yeenoghu, and her only contact with him now is when she sends armies to his realm to assault his kingdom (or vice versa). The exact source of their conflict is unclear, but it seems tied to the Maures, a powerful family of wizards who dwelt years ago in a massive castle on the Material Plane. Among the Maures, Malcanthet's greatest servant was a woman named Elluvia. Other factions in the Maure family served Yeenoghu, and when Elluvia attempted a coup to gain control over the family's holdings (with Malcanthet's support), the resulting magical catastrophe ruined the entire family and left none (except perhaps Malcanthet herself) the victor. In any event, Malcanthet and Yeenoghu have been at war ever since.

Only her relationship with Graz'zt is worse. Malcanthet maintains that she spurned Graz'zt for being unworthy of her attentions eons ago when he tried to court her, and that his wounded pride created the legendary rift between the two. Graz'zt, of course, maintains the opposite. In any event, the conflict between these two is less one of open warfare and more one of constant scheming on how best to upset and ruin the other's realms and plans.

Malcanthet has many cults on the Material Plane—groups of courtesans, hedonists, and bored nobles seeking a dangerous thrill to add to their lives. Her clerics have access to the domains of Chaos, Evil, Temptation, and Trickery. Her symbol is an iron thorn drawing a drop of blood from the lower edge of a pair of feminine lips.

OBOX-OB

The huge demon's body is an insane thicket of spidery limbs, scrabbling for purchase with razor-sharp talons arrayed around a scorpion-shaped body. Where a face should be writhe three immense tails, each tipped with a jagged stinger that seeps black venom. Where a tail should be is a thick neck surmounted by a horrific face, complete with a vertically aligned mouth and three pairs of leering red eyes that seem horrifically human in shape. From its murderous maw extends a glistening red tongue, itself tipped with a hollow spike shaped like a corkscrew.

Obox-ob, Prince of Vermin CR 22

CE Huge outsider (chaotic, evil, extraplanar, obyrith)
Init +7; **Senses** darkvision 60 ft., true seeing; Listen +36, Spot +36
Aura discordant drone (40-ft. radius, Will DC 31), form of madness (120-ft. radius, Will DC 31)
Languages Abyssal; telepathy 100 ft.

AC 41, touch 11, flat-footed 38
(–2 size, +3 Dex, +30 natural)
hp 455 (26 HD); fast healing 15; **DR** 20/cold iron and lawful
Immune disease, mind-affecting spells and abilities, poison
Resist acid 10, cold 10, electricity 10, fire 10; **SR** 33
Fort +28, **Ref** +18, **Will** +22

Speed 40 ft. (8 squares), climb 40 ft., fly 60 ft. (good)
Melee 3 stings +36 (3d6+12/19–20 plus poison) and bite +34 (2d6+6) and tongue +34 (1d8+6 plus implant chaos)
Space 15 ft.; **Reach** 15 ft.
Base Atk +26; **Grp** +46
Atk Options Cleave, Flyby Attack, Power Attack
Spell-Like Abilities (CL 20th):
At will—*astral projection*, *desecrate*, *detect good*, *detect law*, *greater dispel magic*, *greater teleport*, *giant vermin*, *telekinesis* (DC 23), *summon swarm*, *unhallow*, *unholy blight* (DC 22)
3/day—*creeping doom*, quickened *giant vermin*, quickened *telekinesis* (DC 23), *symbol of insanity* (DC 25)

Illus. by T. Pendergraft

1/day—*polymorph any object* (DC 26, into vermin shape only)

Abilities Str 34, Dex 17, Con 36, Int 23, Wis 24, Cha 27
SQ obyrith traits (see page 27)
Feats Cleave, Dark Speech*, Flyby Attack, Improved Initiative, Improved Critical (sting), Multiattack, Power Attack, Quicken Spell-Like Ability (*giant vermin*, *telekinesis*)
* New feat described on page 85
Skills Climb +41, Concentration +42, Diplomacy +10, Hide +24, Intimidate +37, Jump +43, Knowledge (arcana) +35, Knowledge (religion) +35, Knowledge (the planes) +35, Listen +36, Move Silently +32, Sense Motive +36, Spellcraft +37, Spot +36, Tumble +34

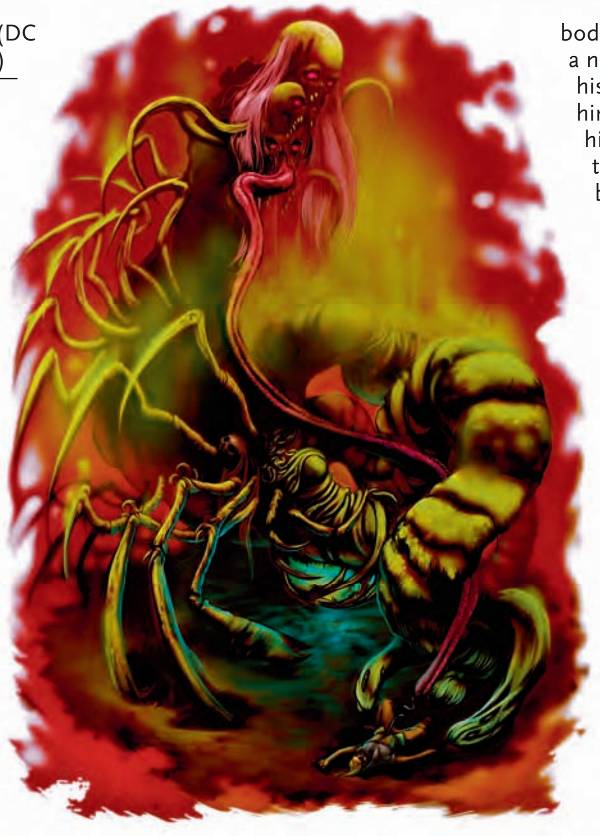
Discordant Drone (Su) The cacophony of Obox-ob's armored body shrieking and wailing creates a zone of discordant noise whenever he moves at least 5 feet. All creatures within 40 feet when this drone is in effect must succeed on a DC 31 Will save or be deafened and *confused* for 1 round. This is a mind-affecting ability. The save DC is Charisma-based.

Form of Madness (Su) Any creature within 120 feet that observes Obox-ob must attempt a DC 31 Will save. Failure indicates the creature's mind is forevermore haunted by Obox-ob's unholy shape. Each time it tries to rest for the night, it is subject to the effect of a *nightmare* spell (no save; CL 20th). The victim automatically becomes shaken whenever he is within 30 feet of a vermin creature of which he is aware. This form of madness is permanent and especially difficult to cure with magic. A *heal* or *greater restoration* can cure the effects if the caster makes a DC 30 caster level check. *Miracle* or *wish* automatically cures the condition.

A creature that makes this save is immune to Obox-ob's form of madness for 24 hours. This is a mind-affecting ability that does not affect chaotic evil outsiders. The save DC is Charisma-based.

Poison (Su) Sting—Injury, Fortitude DC 36, 2d8 Int drain/2d8 Int drain. A creature drained to 0 Intelligence by Obox-ob's sting is immediately transformed into a fiendish monstrous scorpion of the same size as its previous form; the victim retains none of its previous abilities, intelligence, or memories. Only a *miracle* or *wish* restores the victim to its original form and raises its Intelligence to 1. The save DC is Constitution-based.

Implant Chaos (Su) A creature that takes damage from Obox-ob's tongue attack must attempt a DC 31 Fortitude save. Failure indicates the tongue implants the victim with the raw stuff of chaos. The victim gains 1d4 negative levels per round as the chaos transforms his body and soul. Once the victim has a number of negative levels equal to his Hit Dice, the chaos consumes him utterly, leaving behind only his gear. A creature destroyed in this manner can only be brought back to life with a *miracle*, *true resurrection*, or *wish* spell, and even then the caster must succeed on a DC 30 caster level check or the implanted chaos immediately begins to destroy the victim again as soon as he is restored to life. *Dispel chaos* halts the deterioration caused by the implantation but does not restore lost levels. The save DC is Charisma-based.



Obox-ob

Illus. by T. Pendergraft

Primeval and ruinous, the obyrith prince Obox-ob was once the Prince of Demons in an ancient age. His power is much diminished today, yet his lust for its return grows with every passing second. He is the lord of vermin and patron of those who see divinity in their repugnant frames.

STRATEGY AND TACTICS

Obox-ob's response to attack is to lash out with his stingers, bite, and tongue. He uses his quickened *giant vermin* ability in the early rounds of combat to create Colossal monstrous scorpions. He then uses quickened *telekinesis* to bull rush enemies off cliffs or into solid objects. The Prince of Vermin greatly enjoys melee combat and generally resorts to non-quickened spell-like abilities only against targets he can't reach with these attacks.

OBOX-OB LORE

Characters with ranks in Knowledge (religion) or Knowledge (the planes) can learn more about Obox-ob. When a character makes a successful skill check, the following lore is revealed, including the information from lower DCs.

DC	Result
30	Obox-ob is an ancient demon from an era before the tanar'ri existed. He is associated with vermin and poison.
35	The mere presence of Obox-ob is enough to blast the minds of lesser creatures, filling their sleep with nightmares for the rest of their lives.
40	Obox-ob's body creates a discordant drone of deafening, maddening sound.
45	Those who succumb to Obox-ob's poison stingers are transformed into fiendish scorpions, and those subjected to his twisted tongue are consumed by the raw stuff of chaos.

SERVANTS, ENEMIES, AND GOALS

Obox-ob once held the title Prince of Demons during the Age before Ages, when the Abyss was ruled by the obyriths. He had this title stolen from him by the Queen of Chaos, who killed him and granted his title to Miska the Wolf-Spider. Although Obox-ob was slain, his most powerful aspect survived and went into hiding on a deep layer of the Abyss called Zionyn (layer 663). For many eons, Obox-ob lurked here, a shadow without a true form. In time, he grew bold and emerged from hiding, only to find the Abyss had moved on in his absence. The tanar'ri now ruled, and Obox-ob had been forgotten.

Obox-ob is not content to rule Zionyn and constantly rages across the face of this layer, bringing destruction and ruin to the ekolids who dwell there and worship his fury. Reduced to the Prince of Vermin, Obox-ob wants nothing less than to murder Demogorgon, claim his title, and then cleanse the Abyss of the taint of tanar'ri and return it to obyrith rule. But before he launches this plan, he first seeks to reclaim the true power he held so long ago.

Obox-ob's search for power extends to the Material Plane. On some Material Plane worlds, his cult is quite powerful—he recently almost managed to draw an entire world into the Abyss to fuel his ascension, but failed at his task when heroes of that realm opposed him by engineering a devastating disruption of the flow of magic at a crucial moment during the ritual. Since this humiliating defeat, Obox-ob has quietly observed his remaining cults, waiting for one to achieve similar chances at success in the future. Until then, these cults maintain a low profile, often basing their activities in ruined cities lost in vast deserts, where they can be close to the scorpions so sacred to his faith.

Clerics of Obox-ob have access to the domains of Chaos, Destruction, Entropy, and Evil. His symbol is a scorpion dangling by its tail from a jawless human skull covered with twisted runes (the scorpion's tail is threaded through the skull's eye sockets).

ORCUS

The massive, bloated demon stands 15 feet tall, his immense frame a hideous combination of muscle and bloated flesh. His head is that of a ram with a great maw filled with tusks, and his thick-furred legs end in cloven hooves. Leathery wings and a barb-tipped tail complete the picture of the archetypal demon.

ORCUS, PRINCE OF THE UNDEAD — CR 22

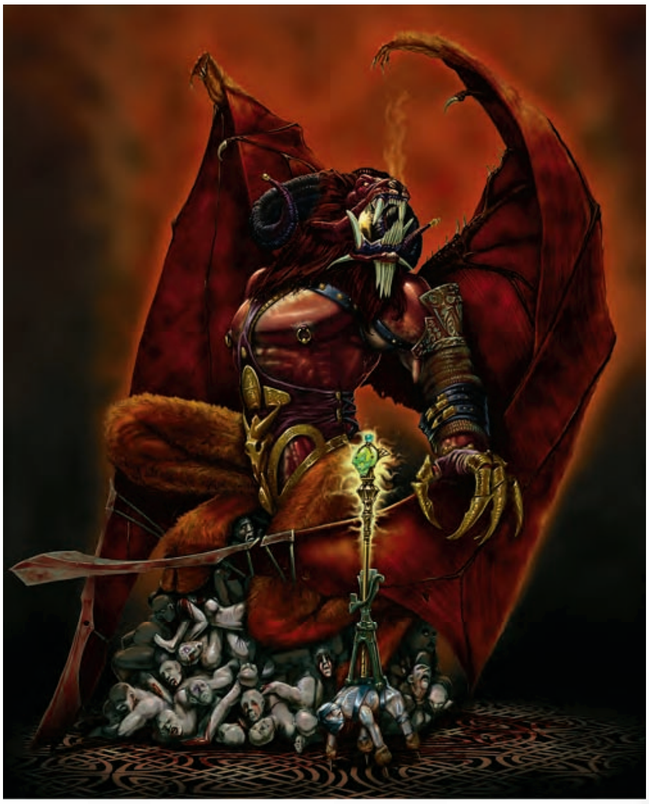
CE Large outsider (chaotic, evil, extraplanar, tanar'ri)
Init +10; **Senses** darkvision 60 ft., true seeing; Listen +34, Spot +34
Languages Abyssal, Common; telepathy 300 ft.

AC 48, touch 20, flat-footed 42 (–1 size, +6 Dex, +28 natural, +5 deflection)
hp 455 (26 HD); **DR** 20/cold iron and good
Immune ability drain, critical hits, death effects, electricity, energy drain, mind-affecting spells and abilities, negative energy, paralysis, poison, sneak attacks
Resist acid 10, cold 10, fire 10; **SR** 35
Fort +28, **Ref** +21, **Will** +20

Speed 20 ft. (4 squares), fly 40 ft. (average)
Melee *Wand of Orcus* +44/+39/+34/+29 (2d6+18/19–20 plus 2d6 unholy plus 2d6 chaotic plus death) and
claw +35 (1d6+6) and
gore +35 (1d8+6) and
sting +35 (1d6+6 plus poison)
Space 10 ft.; **Reach** 10 ft.
Base Atk +26; **Grp** +42
Special Actions *summon tanar'ri*, *summon undead*
Spell-Like Abilities (CL 20th):
At will—*astral projection*, *command undead* (DC 18), *desecrate*, *detect good*, *detect law*, *enervation* (+31 ranged touch), *greater dispel magic*, *greater teleport*, *telekinesis* (DC 19), *unhallow*, *unholy blight* (DC 18)
3/day—quickened *enervation* (+31 ranged touch), *finger of death* (DC 23), *symbol of death* (DC 24)
1/day—*wail of the banshee* (DC 25)

Abilities Str 35, Dex 23, Con 37, Int 27, Wis 20, Cha 19
SQ tanar'ri traits (see page 28)
Feats Dark Speech*, Greater Spell Focus (necromancy), Hover, Improved Critical (heavy mace), Improved Initiative, Multiattack, Quicken Spell-Like Ability (*enervation*), Spell Focus (necromancy), Weapon Focus (heavy mace)
* New feat described on page 85
Skills Bluff +33, Climb +41, Concentration +42, Craft (alchemy) +37, Diplomacy +8, Escape Artist +35, Forgery +37, Intimidate +35, Knowledge (arcana) +37, Knowledge (religion) +37, Knowledge (the planes) +37, Listen +34, Search +37, Sense Motive +34, Spellcraft +39, Spot +34, Use Magic Device +33
Possessions *Wand of Orcus*

Poison (Ex) Sting—Injury, Fortitude DC 36, 1d6 Str/2d6 Str. The save DC is Constitution-based.
Summon Tanar'ri (Sp) Once per day, Orcus can automatically summon 1d6 vrocks, 1d4 glabrezu, or 1 marilith. This ability functions as a 9th-level spell (CL 20th).
Summon Undead (Sp) Once per day, Orcus can automatically summon 4d10 wights, 1d8 spectres, or 1d3 mohrgs. This ability functions as a 9th-level spell (CL 20th).



Orcus

Illus. by A. Swekel

Wand of Orcus The weapon that Orcus wields functions as a +6 *unholy anarchic heavy mace*. If the wand touches any nonoutsider, or any outsider with less than 15 HD, the target must succeed on a DC 25 Fortitude save or be instantly slain. This is a necromantic death effect. The wand also confers a +5 deflection bonus to the Armor Class of its wielder.

Of the innumerable demon lords of the Abyss, dread and vile Orcus, Prince of the Undead, might be the one most often worshiped as a god.

STRATEGY AND TACTICS

Orcus relies heavily on his wand in combat, much preferring to engage foes in melee. Attacks with his free claw, gore, and poison tail are almost afterthoughts. If faced with numerous powerful foes, Orcus fights more carefully. He summons undead and tanar'ri to engage foes in melee while he provides support with *finger of death*, *wail of the banshee*, and his other spell-like abilities.

SERVANTS, ENEMIES, AND GOALS

After becoming complacent in his eternal war with Demogorgon and Graz'zt, Orcus was recently murdered and deposed. But then, Orcus rose from the dead—an undead demon—and took the name Tenebrous for a time, hiding in the shadows of the multiverse and waiting to take his revenge. Now he has reinstated himself to his former position and reclaimed his realm Thanatos, and once again finds himself in a struggle for dominance with many other demon lords.

Orcus is no longer content to grow fat and decadent in his castle. He focuses his anger and hate on the absolute destruction of his enemies and the spread of woe and havoc among mortals. He covets Graz'zt and Demogorgon's realms above all others, and commands a host of undead and demons that ravage entire layers of the Abyss at his whim.

Against Graz'zt, Orcus's tactics are fairly direct. He constantly sends wave after wave of his limitless undead armies against Graz'zt's three Abyssal layers, continuing these battles eternally since Orcus can replace fallen undead soldiers as quickly as they are destroyed by Graz'zt's defenders. This relentless assault is inexorably penetrating deeper and deeper into Graz'zt's territory, but at nowhere near the pace that Orcus wishes.

ORCUS LORE

Characters with ranks in Knowledge (religion) or Knowledge (the planes) can learn more about Orcus. When a character makes a successful skill check, the following lore is revealed, including the information from lower DCs.

DC	Result
20	Orcus is the Demon Prince of the Undead. His worshipers either seek the secret of immortal undead existence or are already in his foul undead embrace.
25	The Prince of the Undead fights with the *Wand of Orcus*, a powerful and vile artifact whose mere touch can kill.
30	Orcus's tail sting injects a debilitating toxin that can weaken most foes to the point of paralysis in a minute.
35	Although he is technically alive, Orcus's return from death has gifted his body with the traits of the unliving.

He realizes that Demogorgon is a more powerful foe, and as a result, Orcus's actions against the Prince of Demons are more subtle. He sends small bands of nabassu, vampires, and liches into Gaping Maw and other places Demogorgon holds sway to undertake missions of precisely calibrated assassination and sabotage.

Yet while Orcus himself might not be as powerful as Demogorgon, and his realm might be dwarfed by the size of Graz'zt's holdings, Orcus's cult on the Material Plane is in truth his greatest resource. In particular, orcs, half-orcs, ogres, and giants revere Orcus, as do a large number of corrupt and despicable humans. His temples are usually hidden, and his worshipers form secret societies that commit atrocities and wage wars in his name. He demands living sacrifice from his cultists, and blood and skulls are important parts of the imagery used in his worship. Intelligent undead rarely serve him willingly, although many vampires, liches, and other undead creatures are forced into his service by dark pacts or compelling magic.

Clerics of Orcus have access to the domains of Chaos, Death, Demonic, and Evil. His symbol is his wand—a skull-topped black mace.

PALE NIGHT

A strange shimmering in the air announces the arrival of a shape, little more than a billowing white diaphanous sheet. Closer inspection reveals a lithe and seductive form beneath the sheet, a voluptuous feminine figure indistinct and hazy. Now and then the edges of the sheet rise a little too highly on the netherwind, yet never rise high enough to reveal the details that writhe beyond.

PALE NIGHT, THE MOTHER OF DEMONS CR 21

CE Medium outsider (chaotic, evil, extraplanar, incorporeal, obyrith)
Init +18; **Senses** darkvision 60 ft., true seeing; Listen +36, Spot +36
Languages Abyssal, Common; telepathy 100 ft.

AC 36, touch 36, flat-footed 22; Dodge, Mobility (+14 Dex, +12 deflection)
hp 372 (24 HD); fast healing 10; **DR** 20/cold iron and lawful
Immune mind-affecting spells and abilities, poison
Resist acid 10, cold 10, electricity 10, fire 10; **SR** 32
Fort +25, **Ref** +28, **Will** +23

Speed fly 80 ft. (perfect) (16 squares)
Melee incorporeal touch +38 (2d6 Cha drain)
Space 5 ft.; **Reach** 5 ft.
Base Atk +24; **Grp** —
Atk Options Combat Expertise, Spring Attack, Whirlwind Attack
Special Actions embrace, truth beyond the veil
Spell-Like Abilities (CL 20th):
At will—*astral projection*, *confusion* (DC 26), *desecrate*, *detect good*, *detect law*, *greater dispel magic*, *greater teleport*, *magic jar* (DC 27), *telekinesis* (DC 27), *unhallow*, *unholy blight* (DC 26)
3/day—quickened *confusion* (DC 26), *insanity* (DC 29), *symbol of insanity* (DC 29)
1/day—*imprisonment* (DC 30)

Abilities Str —, Dex 38, Con 32, Int 25, Wis 28, Cha 35
SQ incorporeal (*MM* 315), obyrith traits (see page 27)

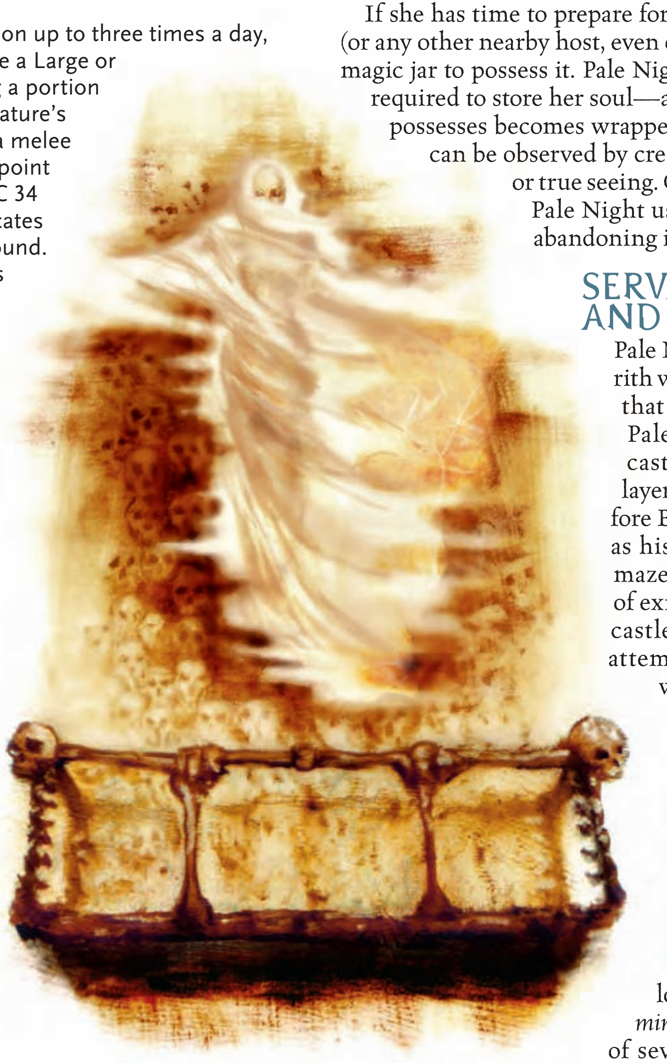
Feats Combat Expertise, Combat Reflexes, Dark Speech*, Dodge, Improved Initiative, Mobility, Spring Attack, Quicken Spell-Like Ability (*confusion*), Whirlwind Attack
* New feat described on page 85

Skills Bluff +39, Concentration +38, Diplomacy +47, Hide +41, Intimidate +41, Knowledge (arcana) +34, Knowledge (nobility and royalty) +34, Knowledge (the planes) +34, Perform +39 (song) +39, Search +34, Sense Motive +36, Spellcraft +36, Spot +36, Use Magic Device +39

Charisma Drain (Su) Pale Night causes 2d6 points of Charisma drain each time she hits with her incorporeal touch attack. On each such successful attack, she gains 5 temporary hit points.

Embrace (Su) As a standard action up to three times a day, Pale Night can try to embrace a Large or smaller creature by wrapping a portion of her shroud around the creature's body. She must succeed on a melee touch attack to hit, at which point the target must attempt a DC 34 Fortitude save. Success indicates the victim is stunned for 1 round. Failure indicates the victim is placed in stasis, as the spell *temporal stasis*. As long as this effect persists, the victim's form appears faint and insubstantial, with details obscured by a gently billowing diaphanous shroud. Creatures and objects can pass through the victim as if he weren't there. This condition cannot be dispelled, but *freedom*, *miracle*, and *wish* can restore the victim to life. The save DC is Charisma-based.

Truth Beyond the Veil (Su) Pale Night's true form is disguised by her shroud, which gives her a soft, feminine shape. As a result, she does not possess a typical obyrith form of madness. Pale Night's true form is one of such unimaginable horror that reality itself refuses to accept it. Anyone who attempts to part the shroud to get a better look at the Mother of Demons must attempt a DC 34 Fortitude save. Success indicates that the creature's mind simply fails to process what it sees before a new shroud automatically wraps around her incorporeal body. Failure indicates that for a brief moment, the character views the truth, and is immediately slain. Once per day, Pale Night can suppress her shroud as a full-round action. This forces every creature within 30 feet to succeed on a DC 34 Fortitude save to avoid death. Those who are restored to life retain no memories of what it was they saw beyond the veil. This is a fear and death effect that does not affect chaotic evil outsiders. The Save DC is Charisma-based.



Pale Night

Illus. by E. Gist

Mysterious and enigmatic, Pale Night claims to be the mother of many demon lords—certainly she is one of the oldest of their ilk.

STRATEGY AND TACTICS

Pale Night prefers to summon demons to fight her fights, but if pressed, she trusts to her incorporeality and swoops in to attack. Her first action in any combat is to reveal the truth beyond the veil, followed by her touch attacks. Her speed coupled with her Mobility and Spring Attack feats allow her to move in and out of melee quickly. If surrounded, she uses Whirlwind Attack to swipe at all adjacent foes at once.

If she has time to prepare for combat, she finds a demon (or any other nearby host, even one she summons) and uses magic jar to possess it. Pale Night's shroud acts as the gem required to store her soul—any creature that Pale Night possesses becomes wrapped in an invisible shawl that can be observed by creatures using see invisibility or true seeing. Once she has secured a host, Pale Night uses the body to ruin before abandoning it for another.

SERVANTS, ENEMIES, AND GOALS

Pale Night is an enigma. An obyrith who was ancient even during that race's reign on the Abyss, Pale Night dwells in a bone castle located on the 600th layer of the Abyss since long before Baphomet claimed that layer as his own. Indeed, Baphomet's maze avoids a particular stretch of existence around Pale Night's castle, and he has never openly attempted to influence matters within her realm. Pale Night is also the matron of Androlynne, where she still torments the ancient offspring of the eladrin host that tried to cleanse the Abyss of the obyrith presence after their defeat on the Fields of Pesh.

Much has been written about this mysterious demon lord. The *Mors Mysterium Nominum* claims she is the mother of several tanar'ri lords, including Graz'zt, Lupercio, and Vucarik of Chains. The *Black Scrolls of Ahm* claim she is the mother of nothing less than the tanar'ri race. Iggwilv's *Demonomicon*, on the other hand, portrays her not as a mother of demons but as a mother of several notorious and monstrous Material Plane races such as the harpy and the lamia. What seems certain is that Pale Night is viewed as a mother figure by not only her cultists but also by many of the denizens of the Abyss itself.

Pale Night's reaction to visitors in her realm depends upon her mood at the time of their visit. Sometimes, she merely sends them on their way. Others she embraces and adds to her haunted gallery of stolen lives.

On the Material Plane, Pale Night's cult is virtually unknown. Cultists that do exist are few in number, usually consisting of only three or four spellcasters who seek ways of introducing horrific new races of demonic terror on the world by impregnating female creatures of all kinds with raw Abyssal chaos. The issue of these births is always a half-fiend, and often one with unique and distinctive abilities beyond the norm for their kind.

Clerics of Pale Night have access to the domains of Chaos, Corruption, Evil, and Knowledge. Her symbol is a billowing white sheet draped over a starry field.

PAZUZU

Although he's a tall, well-proportioned man, this figure's demonic features cannot be ignored. His powerful birdlike talons scrape the floor as he approaches, and four feathered wings shine with oil and writhe with smoke on his back. His head combines the features of a handsome man and a feral hawk, his cruel, hooked beak filled with a forest of needle teeth.

Pazuzu, Prince of the Lower Aerial Kingdoms CR 22

CE Medium outsider (chaotic, evil, extraplanar, obyrith)
Init +17; **Senses** darkvision 60 ft., low-light vision, true seeing; Listen +37, Spot +37
Aura servile avians (120-ft. radius, Will DC 34)
Languages Abyssal, Auran, Common; telepathy 300 ft.

AC 43, touch 23, flat-footed 30; Dodge, Mobility (+13 Dex, +30 natural)
hp 445 (27 HD); fast healing 15; **DR** 20/cold iron and good
Immune electricity, mind-affecting spells and abilities, poison
Resist acid 10, cold 10, fire 10; **SR** 35
Fort +27, **Ref** +28, **Will** +22

Speed 30 ft. (6 squares), fly 90 ft. (perfect)
Melee *+3 anarchic greatsword of speed* +39/+39/+34/+29/+24 (2d6+16/17–20 plus 2d6 chaotic) and 2 talons +31 (1d6+4)
Space 5 ft.; **Reach** 5 ft.
Base Atk +27; **Grp** +36
Atk Options Combat Expertise, Improved Disarm, Improved Trip, Spring Attack
Special Actions breath weapon, *summon avians*, *summon tanar'ri*, temptation
Spell-Like Abilities (CL 20th):
At will—*astral projection*, *desecrate*, *detect good*, *detect law*, *greater dispel magic*, *greater teleport*, *insect plague*, *telekinesis* (DC 26), *unhallow*, *unholy blight* (DC 25), *wind walk*
3/day—*plane shift* (DC 26), *symbol of persuasion* (DC 27)
1/day—*wish*
Abilities Str 28, Dex 36, Con 35, Int 28, Wis 24, Cha 33
SQ obyrith traits (see page 27)
Feats Combat Expertise, Combat Reflexes, Dark Speech*, Dodge, Improved Critical (greatsword), Improved Disarm, Improved Initiative, Improved Trip, Mobility, Spring Attack
* New feat described on page 85
Skills Bluff +41, Concentration +42, Diplomacy +45, Disguise +41 (+43 acting in character), Forgery +39, Gather Information +45, Hide +43, Intimidate +43, Knowledge (arcana) +39, Knowledge (religion) +39, Knowledge (the planes) +39, Listen +37, Move Silently +43, Sense Motive +37, Spellcraft +41, Spot +37, Tumble +43
Possessions *+3 anarchic greatsword of speed*

Aura of Servile Avians (Su) All evil-aligned creatures with a natural fly speed feel a strange bond of attraction to Pazuzu. Before such a creature takes any hostile action against Pazuzu, it must attempt a DC 34 Will save. Failure indicates that the creature's attack fails and its action is wasted. This aura extends to a radius of 120 feet. The save DC is Charisma-based.

Breath Weapons (Su) Pazuzu has two breath weapons. The first can be used to create six swarms of locusts (all of which must be created so that each swarm is adjacent to at least one other swarm, and at least one square must be adjacent to Pazuzu). He can create these swarms so that they share the area of other creatures. The locusts attack any creatures occupying the squares and can pursue creatures that flee.

Pazuzu's second breath weapon is a 60-foot cone of poisonous acidic vapor. All creatures caught in this area take 18d6 points of acid damage (DC 35 Reflex halves) and must also succeed on a DC 35 Fortitude save or take 2d4 points of Strength damage from the poison. A minute later, a second DC 35 Fortitude save is required, this time to avoid the secondary damage of 2d4 points of Constitution damage. The save DCs are Constitution-based.

Regardless of which breath weapon he uses, Pazuzu can only use this special attack once every 1d4 rounds.

Summon Avians (Sp) Once per day, Pazuzu can automatically summon 2d6 elder arrowhawks, 1d6 harpy archers, or 1d6 fiendish rocs. This ability functions as a 9th-level spell (CL 20th).

Summon Tanar'ri (Sp) Once per day, Pazuzu can automatically summon 2d4 succubi, 1d4+2 vrocks, or 1 balor. This ability is the equivalent of a 9th-level spell (CL 20th).

Temptation (Su) If a creature utters the name "Pazuzu" three times in succession, an unholy link between the speaker and Pazuzu is immediately established. For one minute, Pazuzu can use *detect good*, *detect law*, *detect thoughts* (DC 22), and *tongues* to examine the speaker, despite any distance (physical or planar) that might separate them. He always uses Sense Motive to try to determine whether the one who calls him is trying to entrap him.

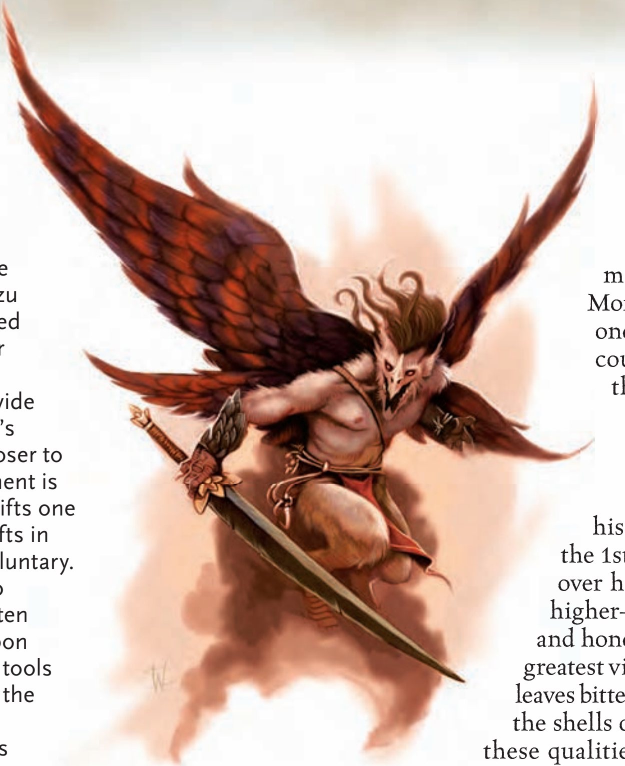
PALE NIGHT LORE

Characters with ranks in Knowledge (religion) or Knowledge (the planes) can learn more about Pale Night. When a character makes a successful skill check, the following lore is revealed, including the information from lower DCs.

DC	Result
20	Pale Night is an ancient demon, rumored to be the mother of many of the more powerful denizens of the Abyss.
34	Pale Night's touch drains away personality and emotion, leaving nothing in its place but depression and self-loathing.
39	Any creature that succumbs to Pale Night's embrace is transformed into a phantasmal projection of its once living form. Victims of such a fate can be restored to existence only by the most powerful magic.
44	Pale Night's true form is said to be so horrible that reality itself rejects it. To gaze upon this madness is to invite certain death.

If he wishes and is able, Pazuzu can use *plane shift* and *greater teleport* to travel to the speaker's location with precise accuracy, as long as he does so before the minute is up. Once he arrives, Pazuzu asks the speaker why he called upon the Prince of the Lower Aerial Kingdoms. Pazuzu almost always agrees to provide aid, but if he does, the caller's alignment shifts one step closer to chaotic. If the caller's alignment is already chaotic, it instead shifts one step closer to evil. These shifts in alignment are considered voluntary. Pazuzu never provides aid to chaotic evil creatures and often punishes them for calling upon his aid rather than using the tools he has likely already granted the creature in question.

Pazuzu particularly enjoys corrupting paladins and takes pains to ensure that the first time he helps a paladin, no evil comes as a result of his assistance, hoping to encourage the paladin to call on him again. Aid granted by Pazuzu is typically granted in the manner easiest for the demon prince to manifest, often in the form of his *wish* spell-like ability.



Pazuzu

Mighty Pazuzu is one of the oldest of the tanar'ri princes. His realm is the skies above the Abyssal layers, and he takes great delight in the corruption of purity.

STRATEGY AND TACTICS

In a fight, Pazuzu leads with his greatsword, a murderous weapon said to have been a feather he plucked from the body of a massive demonic bird. He uses Combat Expertise to full effect, often making disarm or trip attacks with one of his natural weapons—if he flies, he can use his talons to slash at prey. He uses his breath weapon and spell-like abilities against other spellcasters or those who don't dare enter into melee combat with him.

SERVANTS, ENEMIES, AND GOALS

Pazuzu is a unique example of survival in the Abyss. Originally one of the more powerful obyrith lords, his independence was a constant thorn in the Queen of Chaos's side. As it turned out, Pazuzu has since evolved with the new rule of the Abyss. While he is still an obyrith, he has been accepted by tanar'ri and represents a sort of "missing link" between the two races. Due to this duality of nature, Pazuzu's form has taken on a less horrible appearance with the passing of eons, and his form of madness ability has transformed into his current aura of servile avians. He has also gained several tanar'ri-like qualities, including the ability to summon tanar'ri.

Although Pazuzu commands the respect and loyalty of all evil things that fly in the Abyssal skies, he is rarely forced to call upon these creatures. Perhaps alone in the Abyss, Pazuzu has no active enemies. The other demon lords seem to begrudgingly award him the skies above their realms, if only because there seems to be little there to claim. Graz'zt alone has been known to speak ill of Pazuzu, yet he has never taken direct action against him. The one demon lord that could be counted as his enemy is wretched and deformed Lamashtu, although the Queen of Monstrous Births has been imprisoned by Pazuzu on Torremor for countless ages, so she is hardly a threat to the demon prince.

Pazuzu does not lust for the rule of a realm in the Abyss (although he nonetheless controls the 503rd layer of the Abyss, and his presence is nearly constant on the 1st layer), nor does he wish to rule over his fellow demons. His goals are higher—he lusts for innocence, purity, and honesty. These sweet nectars are his greatest vice, and as he consumes them, he leaves bitterness, cruelty, and wickedness in the shells of those he has corrupted. Since these qualities are so alien in the Abyss, he logically has little interest in what dwells therein and instead turns his attentions to the Material Plane. Pazuzu has tested his ability to manifest on Material Plane worlds without drawing the undue attention of the gods who protect them for some time, and in that time has mastered the art of telling mortals what they think they want to hear.

Pazuzu's cults start with a single soul who cries out to the demon prince for aid. Pazuzu gives this aid, and those who call on him grow dependent on his aid. They crave the power his touch can bring. Within a year, those who have called upon him invariably join or found a new cult dedicated to his teachings, where they seek to capture and convert new innocents to his vile worship.

Clerics of Pazuzu have access to the domains of Air, Chaos, Evil, and Temptation. His symbol is a twisted bird talon.

PAZUZU LORE

Characters with ranks in Knowledge (religion) or Knowledge (the planes) can learn more about Pazuzu. When a character makes a successful skill check, the following lore is revealed, including the information from lower DCs.

DC	Result
20	Pazuzu is the demon lord of the Lower Aerial Kingdoms, and is served by evil flying monsters, kenkus, and those who have been corrupted by his offers of aid.
25	Speaking Pazuzu's name three times in rapid succession allows the demon to contact the speaker. Often, he offers the speaker aid.
30	Accepting Pazuzu's aid is a surefire way to ruin. He takes great delight in offering aid that seems helpful but in fact causes great evil.
35	Pazuzu can breathe a cloud of ravenous insects, and he commands the obedience of all evil creatures that fly.

Illus. by W. O'Connor

YEENOGHU

This gaunt, 12-foot-tall humanoid demon is covered with mangy patches of yellow fur and has pale gray flesh showing where the fur is absent. His face is that of a leering, amber-eyed hyena, and he wields a massive flail with three spiked heads.

YEENOGHU, PRINCE OF GNOLLS CR 20

CE Large outsider (chaotic, evil, extraplanar, tanar'ri)
Init +12; **Senses** darkvision, scent, true seeing; Listen +37, Spot +37
Languages Abyssal, Common, Giant, Gnoll; telepathy 300 ft.

AC 45, touch 17, flat-footed 37; Dodge (–1 size, +8 Dex, +19 natural, +9 armor)
hp 372 (24 HD); **DR** 20/cold iron and good
Immune electricity, poison
Resist acid 10, cold 10, fire 10; **SR** 31
Fort +25, **Ref** +22, **Will** +24

Speed 30 ft. in armor (6 squares); 40 ft. base speed
Melee* *triple flail* +31/+26/+21/+16 (3d6+25)
* Attacks include the Power Attack feat
Space 10 ft.; **Reach** 10 ft.
Base Atk +24; **Grp** +38
Atk Options Cleave, Great Cleave, Improved Sunder, Power Attack
Special Actions *summon ghouls, summon gnolls, summon tanar'ri*
Spell-Like Abilities (CL 20th):
At will—*astral projection, bull's strength, desecrate, detect good, detect law, fly, ghoul touch* (DC 18), *greater dispel magic, greater teleport, telekinesis* (DC 21), *unhallow, unholy blight* (DC 20)
3/day—*power word stun, rage, symbol of weakness* (DC 23)

Abilities Str 30, Dex 26, Con 32, Int 24, Wis 30, Cha 23
SQ scent, tanar'ri traits (see page 28)
Feats Cleave, Dark Speech*, Dodge, Exotic Weapon Proficiency (*triple flail*), Great Cleave, Improved Initiative, Improved Sunder, Power Attack, Track
* New feat described on page 85
Skills Climb +34, Concentration +38, Diplomacy +8, Handle Animal +33, Hide +28, Intimidate +33, Jump +38, Knowledge (nature) +34, Listen +37, Move Silently +32, Ride +39, Search +34, Sense Motive +37, Spot +37, Survival +37 (+39 in aboveground natural environments or when following tracks), Tumble +36
Possessions *+5 scale mail, triple flail*

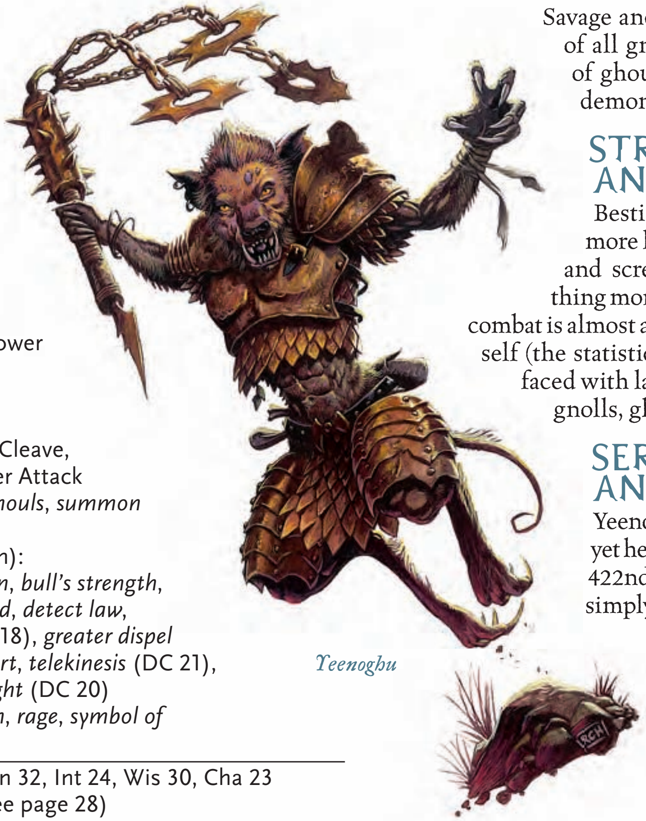
Triple Flail Yeenoghu wields a unique triple-headed *+3 adamantine heavy flail*. Each time he scores a hit with this item, roll 1d3 to see how many of the heads hit the target. A hit with the flail deals the same amount of damage no matter how many heads strike. If more than one head hits the same target, the victim must succeed on a DC 32 Will save or be *confused* for 2d4 rounds. If all three hit, the target must also make a successful DC 32 Fortitude save or be paralyzed for 1d4 rounds. Only Yeenoghu can use the weapon to confuse and paralyze targets. The save DCs are Strength-based.

Summon Ghouls (Sp) Once per day, Yeenoghu can automatically summon 1d6+6 enhanced ghouls. These ghouls have maximum hit points and a +5 profane bonus on turn resistance, Armor Class, and attack and damage rolls. This ability is the equivalent of a 7th-level spell (CL 20th).

Summon Gnolls (Sp) Once per day, Yeenoghu can automatically summon 11d6 gnolls or 2d6 5th-level gnoll fighters. This ability is the equivalent of a 9th-level spell (CL 20th).

Summon Tanar'ri (Sp) Once per day, Yeenoghu can automatically summon 1d2+1 vrocks or 1d4 bulezaus. This ability is the equivalent of a 9th-level spell (CL 20th).

Illus. by R. Horsley



Yeenoghu

Savage and ruthless, Yeenoghu is the patron of all gnolls and commands the servitude of ghouls through the subjugation of the demonic King of the Ghouls.

STRATEGY AND TACTICS

Bestial and straightforward, Yeenoghu is more likely to charge into melee growling and screaming epithets before doing anything more subtle, although his first action in combat is almost always to cast bull's strength on himself (the statistics above take this into account). If faced with large numbers of foes, he'll summon gnolls, ghouls, and demons for support.

SERVANTS, ENEMIES, AND GOALS

Yeenoghu is one of the lesser demon lords, yet he still commands a large empire on the 422nd layer of the Abyss, a region known simply as "Yeenoghu's Realm." He spends much of his time hunting lesser creatures or captured mortals and idly plotting assaults on the holdings of powerful demonic entities who are not themselves demon lords quite yet.

YEENOGHU LORE

Characters with ranks in Knowledge (religion) or Knowledge (the planes) can learn more about Yeenoghu. When a character makes a successful skill check, the following lore is revealed, including the information from lower DCs.

DC	Result
20	Yeenoghu is the Demon Prince of Gnolls and demands the servitude of legions of ghouls as well.
25	Yeenoghu rules the 422nd layer of the Abyss. He can call upon not only tanar'ri but also upon legions of ghouls and gnolls to aid him.
35	The triple-headed flail Yeenoghu wields can deal punishing damage. Those struck by two heads become confused, while those struck by all three heads are also paralyzed.

One of Yeenoghu's greatest and earliest triumphs was the subjugation of Doresain, the King of the Ghouls. Once a vassal of Orcus, the King of the Ghouls controlled his own layer of the Abyss until Yeenoghu's army invaded and conquered the layer and its undead ruler. The King swore fealty to Yeenoghu and continues to pay him homage to this day. Doresain still rules the White Kingdom today, but as a sworn ally of the more powerful Prince of Gnolls. Orcus's attention has been elsewhere, and so far, he has not acted against the Prince of Gnolls for the theft of one of his subjects.

One of Yeenoghu's great desires is to see to the prosperity of his people, the gnolls. He envisions a Material Plane dominated by his children, where elves and humans and dwarves and halflings are slaves at best and food at worst. Yet he realizes that all the gnolls in the Material Plane could not achieve such a goal—as a result, he actively supports cultists of other races who turn to him for support. The enigmatic leader of the Maure family once represented his most powerful cult among humanity at the time, yet internal strife caused by rival demon lord Malcanthet saw to the ruin of this resource. Today, Yeenoghu counts the Queen of Succubi as one of his greatest enemies and periodically raids her realm. He is always turned back by her defenses, but one day he hopes to gain enough allies to see to her ruin.

Only Yeenoghu's eternal war with Baphomet nears the level of his hatred for Malcanthet. The source of the conflict between the Prince of Gnolls and the Prince of Beasts is unclear, likely forgotten even by the two demon lords themselves, yet they show no signs of ceasing their eternal hostilities.

Yeenoghu demands living sacrifices in remote wilderness regions on altars of crude stone. His faithful wear dark brown robes accented by mangy yellow furs. They are not allowed to clean these robes, and in time they grow horrific with clotted blood and foul odors.

Clerics of Yeenoghu have access to the domains of Chaos, Demonic, Evil, and Fury. His symbol is his triple-headed flail.

ZUGGTMOY

This foul demoness resembles a human only from the torso up. This portion of her body is composed of thick rancid sheets and coils of fungus that just happens to have grown into the shape of what would otherwise be an attractive woman. Four fibrous antlers grow from her brow, and her hands bear cruel talons. Her lower torso is a coiling pillar of lashing ropy tentacles and other fungus growths. Her skin is a nauseating swirl of grays, blues, purples, and blacks.

Zuggtmoy, Lady of Fungi CR 21

CE Large outsider (chaotic, evil, extraplanar, tanar'ri)
Init +6; **Senses** darkvision 60 ft., tremorsense 240 ft., true seeing; Listen +35, Spot +35
Languages Abyssal, Common, Terran; telepathy 300 ft.

AC 41, touch 11, flat-footed 39 (–1 size, +2 Dex, +30 natural)
hp 429 (26 HD); **DR** 20/cold iron and good
Immune acid, electricity, plant traits
Resist cold 10, fire 10; **SR** 32
Fort +27, **Ref** +17, **Will** +21

Speed 20 ft. (4 squares), climb 20 ft.
Melee 4 pseudopods +30 (2d6+10/19–20) and 2 claws +25 (1d6+5)
Space 10 ft.; **Reach** 10 ft.
Base Atk +26; **Grp** +40
Atk Options Cleave, Combat Expertise, Improved Disarm, Improved Trip, Power Attack, improved grab, constrict 2d6+10
Special Actions engulf, *summon fungi*, *summon tanar'ri*
Spell-Like Abilities (CL 20th):
At will—*astral projection*, *contagion* (DC varies), *desecrate*, *detect good*, *detect law*, *fly*, *greater dispel magic*, *greater teleport*, *telekinesis* (DC 19), *unhallow*, *unholy blight* (DC 18), *wall of thorns*
3/day—quickened *contagion* (DC varies), *polymorph any object* (DC 22, into fungi only), *symbol of death* (DC 22)
1/day—*implosion* (DC 23)

Abilities Str 30, Dex 14, Con 34, Int 24, Wis 22, Cha 18
SQ plant traits, sporegate, tanar'ri traits (see page 28)
Feats Cleave, Combat Expertise, Dark Speech*, Improved Critical (pseudopod), Improved Disarm, Improved Initiative, Improved Trip, Power Attack, Quicken Spell-Like Ability (*contagion*)
* New feat described on page 85
Skills Bluff +33, Concentration +41, Diplomacy +6, Hide +27, Intimidate +35, Knowledge (arcana) +36, Knowledge (dungeoneering) +36, Knowledge (nature) +36, Knowledge (religion) +36, Knowledge (the planes) +36, Listen +35, Move Silently +31, Search +36, Spellcraft +36 (+38 to decipher spells on scrolls), Spot +35, Use Magic Device +33 (+35 scrolls)

Constrict (Ex) Zuggtmoy deals 2d6+10 points of damage with a successful grapple check, in addition to damage from her pseudopod attack.

Engulf (Su) Zuggtmoy can absorb a grappled creature into her body as long as that creature is smaller than she is. She can absorb one Medium, two Small, four Tiny, 16 Diminutive, or 64 Fine creatures at once. In order to engulf a creature, Zuggtmoy need only win a new grapple check against her already grappled foe. Each round, fungal enzymes eat away at the engulfed victim and deal 1d6 points of Constitution drain per round. Zuggtmoy heals 5 hit points for each point of Constitution drain she deals. A creature drained to 0 Constitution is absorbed completely by Zuggtmoy. Any gear the creature might have had is exuded out of her body at this time.

An engulfed creature is considered grappled, while Zuggtmoy is not. An engulfed creature can attempt to cut its way free with any light slashing or piercing weapon to deal 50 points of damage to Zuggtmoy's womb (AC 26, damage reduction 20/cold iron and good). Once the creature exits, muscular action closes the hole; another engulfed opponent must cut its own way out.

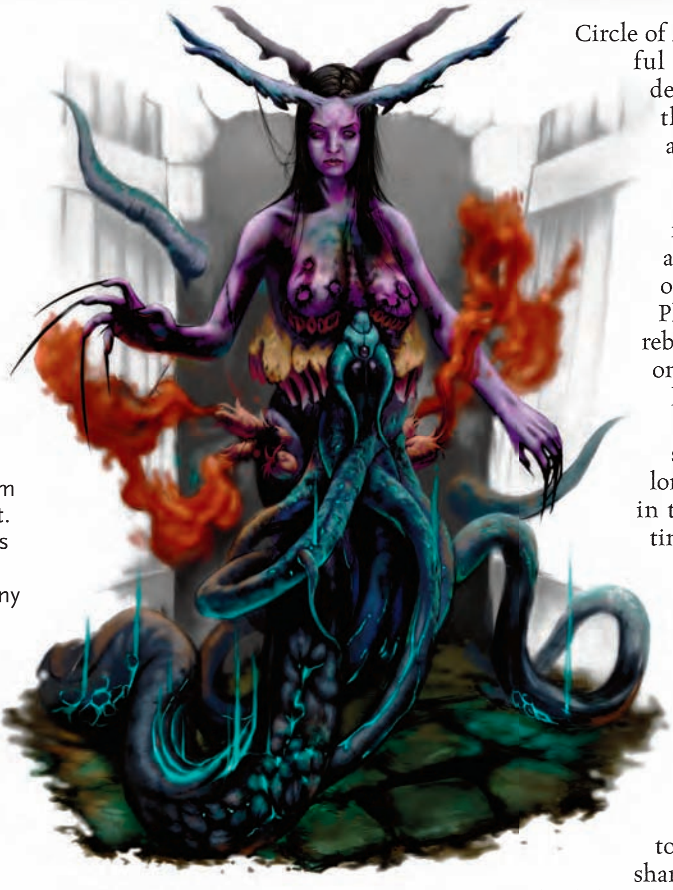
Improved Grab (Ex) To use this ability, Zuggtmoy must hit an opponent of any size with a pseudopod attack. She can then attempt to start a grapple as a free action without provoking an attack of opportunity. If she wins the grapple check, she establishes a hold and can constrict. If she successfully grapples a Medium or smaller target, she can attempt to engulf that target the next round.

Summon Fungi (Sp) Once per day, Zuggtmoy can automatically summon 2d6 violet fungi or phantom fungi. This ability is the equivalent of a 6th-level spell (CL 20th).

Summon Tanar'ri (Sp) Once per day, Zuggtmoy can automatically summon 1d4 vrocks. This ability is the equivalent of a 9th-level spell (CL 20th).

Plant Traits Although she is an outsider, Zuggtmoy gains many of the traits of a plant creature. She is immune to poison, paralysis, polymorph, sleep effects, and stunning, and she is not subject to critical hits or sneak attack damage.

Sporegate (Su) Zuggtmoy constantly infiltrates the surrounding earth, wood, and stone with a network of spore-laden filaments invisible to the naked eye, to a radius of 60 feet. Once per round as a move action, Zuggtmoy can transport herself instantaneously to any point in this radius, as if by *dimension door*. When she utilizes a sporegate, her body appears to discorporate into spores only to immediately reform at any point within 60 feet. Unlike *dimension door*, this transportation does not prevent her from taking any further actions she might still have in the round. Physical objects (including engulfed victims) are not transported with her and instead drop to the ground at her previous location.



Zuggtmoy

Illus. by T. Pendergraft

Zuggtmoy has a dangerous interest in the Material Plane, where her secretive and foul cults are behind far more of the world's ills than one might guess.

STRATEGY AND TACTICS

Zuggtmoy has no fear of combat. Given the opportunity to smash and ruin living flesh, she rarely backs down. She is seldom encountered without a contingent of fungus monsters and vrocks, whom she uses as a buffer against melee fighters while she spends the first few rounds of combat casting *wall of thorns* to separate allies from each other, *greater dispel magic* to remove any spell effects her enemies might have in place, and *polymorph any object* on rogues or arcane spellcasters to transform them into violet fungi. Once combat begins, she uses a quickened *contagion* each round to augment her physical attacks.

SERVANTS, ENEMIES, AND GOALS

Zuggtmoy has long struggled with maintaining viable cults on the Material Plane; as it turns out, most humanoids have little interest in worshiping fungi. To combat this, she often establishes cover cults that are subservient to her actual worshipers.

Her greatest triumph (and possibly her greatest error) in this arena was the creation of the Temple of Elemental Evil. This facade cult consisted of four cults dedicated to the intrinsic evil within the four elements. These four cults would work together against their enemies, yet had a built-in competition between themselves that ensured they would never grow too powerful for Zuggtmoy's true cultists to manipulate.

The Temple of Elemental Evil's popularity among local humanoid cultures proved to be its undoing; they grew too potent too quickly and attracted the attention of the potent Circle of Eight, a consortium of powerful wizards. The Circle of Eight defeated the temple's army at the Battle of Emridy Meadows and imprisoned Zuggtmoy in the temple's dungeons. She escaped many years later, but not without being forced to abandon a significant portion of her essence on the Material Plane. Since then, she's been rebuilding her strength and power on her Abyssal realm of Shedaklah (layer 222).

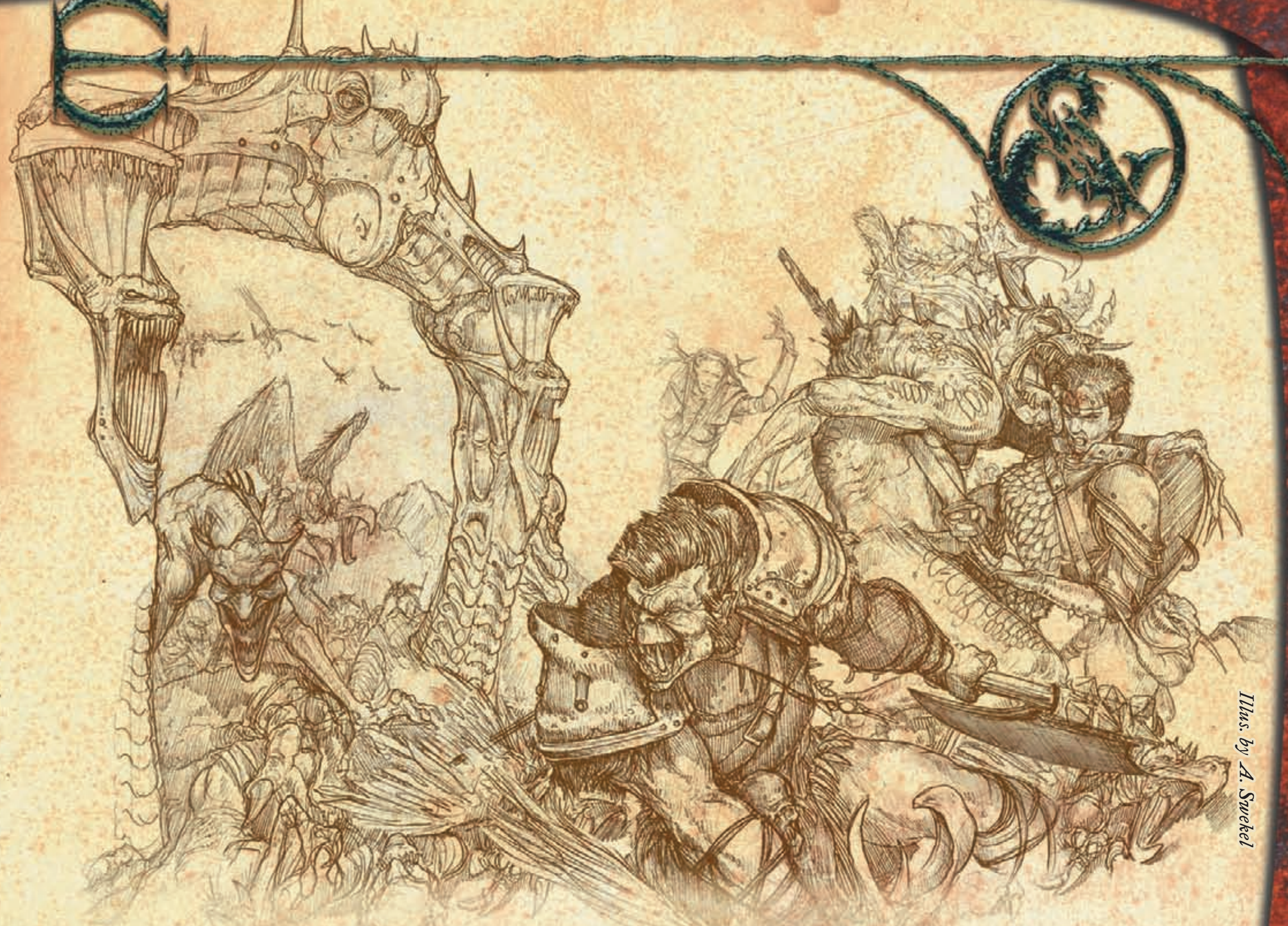
Zuggtmoy often finds herself at odds with other demon lords who share similar interests in the Material Plane. For some time, Lolth was her greatest competition for dominance of the Underdark, but the Spider Queen's recent ascension as a deity has effectively elevated her out of contention. Cultists of the two still clash now and then, but these are minor skirmishes rather than a war. Of more immediate concern to Zuggtmoy is Juiblex, who shares her realm. The two demon lords have long warred for dominance over Shedaklah, with Zuggtmoy traditionally holding control over its surface and Juiblex being forced to lurk in the deepest caverns below. With Zuggtmoy's recent period of imprisonment on the Material Plane, Juiblex was able to greatly expand his hold on Shedaklah.

Clerics of Zuggtmoy have access to the domains of Chaos, Evil, Ooze, and Plant. Her symbol is a jawless human skull with a large mushroom growing out from within.

ZUGGTMOY LORE

Characters with ranks in Knowledge (religion) or Knowledge (the planes) can learn more about Zuggtmoy. When a character makes a successful skill check, the following lore is revealed, including the information from lower DCs.

DC	Result
20	Zuggtmoy is the Demon Queen of Fungi, and her worshipers envision a world consumed by the fungus host. She nominally rules the 222nd layer of the Abyss, but her rulership is challenged by Juiblex, the Faceless Lord.
33	Zuggtmoy can absorb creatures she grapples into her body, where they are quickly eaten away by powerful flesh-eating fungous growth.
38	Zuggtmoy's body consists of Abyssal fungus, and as such she possesses many of the defenses that plant creatures enjoy.
43	Zuggtmoy can transport herself instantaneously at short range through surrounding wood or earth.



Illus. by A. Swekel

Demons are among the most horrid and dangerous foes that exist in the D&D game, yet they are also such complex creatures that their use in the game can extend far beyond the combat arena. Demons can provide characters with elaborate backstories, grant boons, or even serve as minions to characters who aren't concerned with the moral issues that arise from such relationships.

This chapter is aimed at the player as much as the Dungeon Master. It provides options for players who want to run characters associated with or opposed to demonic forces. It opens with a brief discussion of the various roles characters can fill and the various prestige class options well suited to a demon-centric campaign. It continues with batch of new feats and spells tied thematically to demons, including a special category of feats for characters who discover that they have distant demonic origins. The chapter concludes by introducing the occasionally sinister, oftentimes misunderstood Black Cult of Ahm—a new organization with access to powerful artifacts that can help adventurers survive perilous forays into the Abyss.

This chapter includes some feats and spells that originally appeared in *Book of Vile Darkness*, a few of which incorporate revisions or official errata.

CHARACTER ROLES

In a D&D campaign where demons figure prominently, it helps to identify the specific roles that characters are likely to fill. Four different roles are available to characters wishing to dabble in the demonic, and each brings its own concerns and issues to your gaming table:

Demon Hunter: A demon hunter is a character who focuses on rooting out demonic influences in the world and destroying demonkind. The hunter's skills often have a martial bent, although spellcasting demon hunters are not unknown. The lawful good demon-hunting ranger might be the iconic demon hunter, but in truth, characters espousing this role can be of any alignment or class. Even chaotic evil characters who hunt demons for sport or to collect trophies can justify this focus. The knight of the chalice and the sacred exorcist are excellent prestige class options for demon hunters.

Demon Master: Demon masters seek to conjure demons from the Abyss in order to learn from them and draw upon their power. These characters never use demons as minions, and rarely do they even keep demonic familiars or use demons as guardians. Thus, not all demon masters are evil—although those who are not walk a fine line between good and evil. Almost all, however, are chaotic, since intentionally drawing upon Abyssal energies to augment oneself is not a lawful act. The acolyte of the skin and the fiend-blooded are excellent prestige class options for demon masters.

Demon Summoner: A demon summoner sees demons as potential guardians, minions, or slaves and conjures them from the Abyss to fill these roles as needed. Most demon summoners are evil, since bringing a demon to the Material Plane and letting it interact with native creatures generally furthers the evil agenda of the Abyss. Demon summoners who are not evil take great care to ensure that no demon in their service is ever free to work its evils on the world. The demonologist, fiendbinder, and Nar demonbinder are excellent prestige class options for demon summoners.

Demon Worshiper: The most despicable of those who traffic with demons is the demon worshiper. Because anyone who venerates a demon lord as a deity has to be depraved and anarchic to gain even a slight benefit from such an unholy association, demon worshipers tend to be chaotic evil. Low-ranking cultists might merely be chaotic neutral or neutral evil, but such characters generally lack the drive to achieve more than minion status.

Clerics who worship demon lords cast spells in the same way as other clerics do, but their Abyssal patrons do not directly grant them spells. Rather, the demon lord serves as a focus through which the cleric can access divine energy—his spells are in fact drawn from the chaos and evil of the Abyss itself. The various thrall prestige classes are excellent choices for demon worshipers. In addition, the worshipers of demons that have ascended to true deity status (such as Lolth, the Spider Queen) often have specialized prestige classes to choose from, such as the arachne or the arachnomancer.

PRESTIGE CLASS OPTIONS

Numerous prestige classes associated with demons and the Abyss have appeared in other D&D supplements. The following prestige classes should be of particular interest to any player character who is associated with demons in some way.

Acolyte of the Skin (*Complete Arcane*): This spellcaster wears the skin of a conquered fiend to augment his power.

Arachne (*Faiths and Pantheons*): The elite priestesses of Lolth are known as arachne.

Arachnomancer (*Underdark*): This spellcaster associates with spiders. Many worshipers of Lolth are arachnomancers.

Fiend-Blooded (*Heroes of Horror*): A fiendish lineage augments the body and magic of this arcane spellcaster.

Fiendbinder (*Tome of Magic*): A fiendbinder discovers the truename of a fiend and uses it to bind it to service.

Knight of the Chalice (*Complete Warrior*): This distinguished warrior belongs to an elite knightly organization devoted to fighting demons.

Nar Demonbinder (*Unapproachable East*): None are more proficient with demon summoning than this master of the black art.

Sacred Exorcist (*Complete Divine*): This sacred exorcist casts out unwelcome spirits—including possessing demons.

Thrall (*Book of Vile Darkness*): Each member of one of these prestige classes devotes his soul to a specific demon lord in return for horrific powers. *Book of Vile Darkness* presents thralls of Demogorgon, Graz'zt, Juiblex, and Orcus. Similar prestige classes might also exist for other demon lords.

FEATS

Some of the feats presented in this chapter grant additional benefits and protection against demons, but most are for characters wishing to embrace the power that demons have to offer.

ABYSSAL HERITOR FEATS

The hordes of the Abyss have mingled with mortal races ever since the two first came into contact. The inevitable results of this mixing can be seen in the faces of half-fiends and, to a lesser extent, tieflings. Over the course of several generations, the fiendish bloodline tends to become diluted until the taint goes completely dormant. In exceptionally rare cases, however, this latent demonic heritage raises its ugly head, causing two otherwise normal mortals to produce a tiefling or even a half-fiend child. Yet such births are not the only way that a dormant Abyssal taint can make its presence known.

In some cases, this lingering influence manifests later in life, often spontaneously when the character undergoes a stressful period, or when he gains skill or power from other sources. At such moments, his latent demonic heritage can come to the fore in shocking ways, transforming him into an Abyssal heritor.

The manifestation of a dormant demonic heritage is modeled by the Abyssal heritor feats. Unlike vile feats (see below), Abyssal heritor feats are not inherently evil. They are, however, inherently chaotic, since a lawful soul would have difficulty accepting the kind of strange and eldritch changes to the body and mind that such feats impose. This chaotic bent eventually affects the alignment of the character taking these feats. A character with only one Abyssal heritor feat can be of any alignment, but he immediately becomes chaotic (if he wasn't already) upon taking a second, unless he possesses the Ordered Chaos feat.

A character with multiple Abyssal heritor feats cannot voluntarily change the chaotic aspect of his alignment. If a magical effect changes his alignment away from chaotic, he loses access to the benefits of his Abyssal heritor feats until his chaotic alignment is restored (unless he has Ordered Chaos feat).

A character can select an Abyssal heritor feat at any time he can select a general feat. Though some of the more powerful Abyssal heritor feats require lesser feats as prerequisites, a character need not have established a demonic heritage before taking the basic ones. As soon as he actually selects an Abyssal heritor feat, however, he can no longer deny the existence of some sinister event in his family's past.

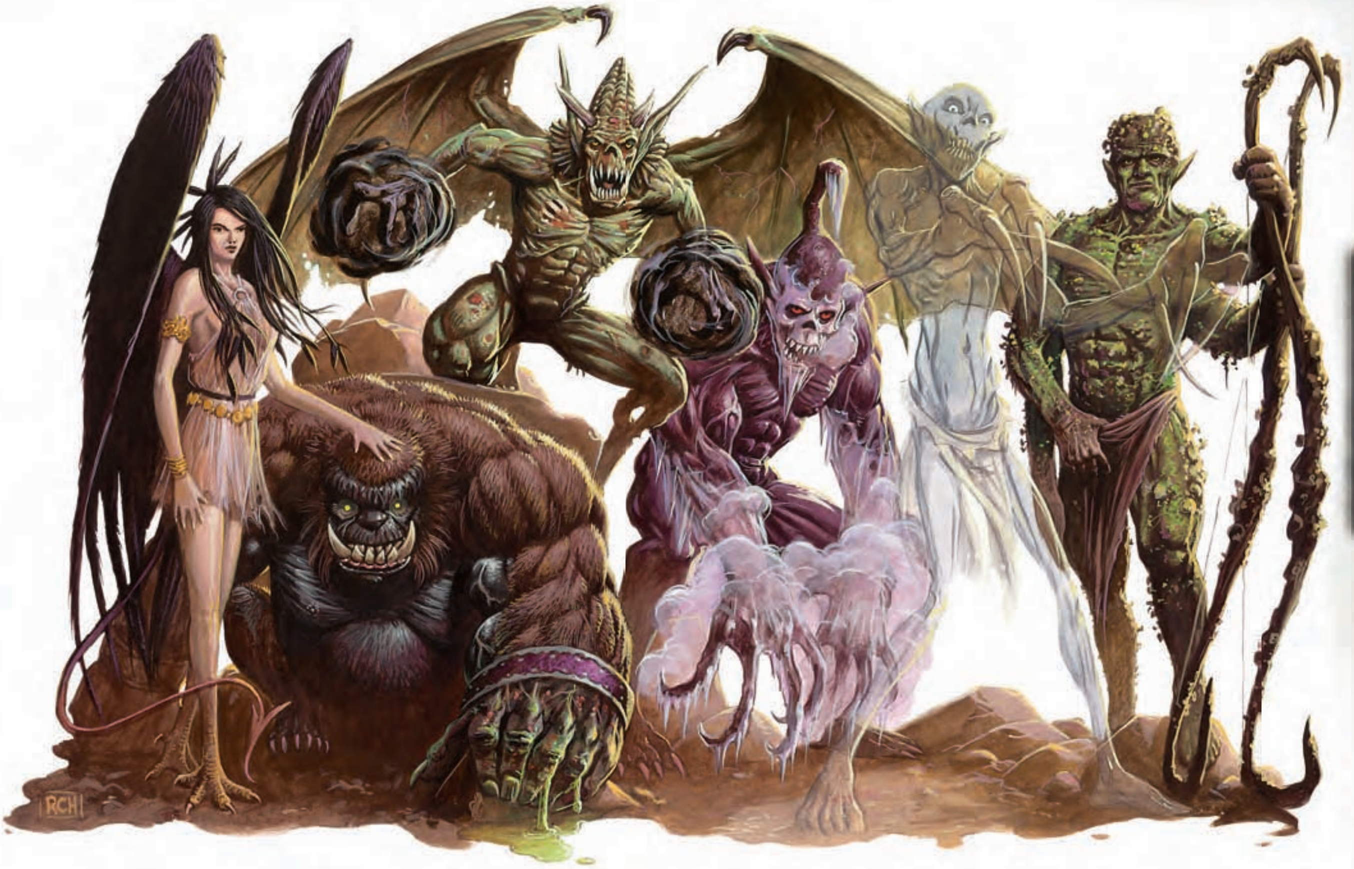
The benefits of many Abyssal heritor feats actually improve as the character takes more of them. Doing so, however, helps to cement the character's chaotic alignment and link with demonkind.

Abyssal heritor feats do not come without penalties. The deformity such a feat inflicts on the mind and body imposes a –2 penalty on checks made with a particular skill designated in the feat description.

Other heritor feats corresponding to planes other than the Abyss might certainly exist, although they are beyond the scope of this text.

VILE FEATS

Vile feats, introduced in *Book of Vile Darkness*, are available only to intelligent characters of evil alignment. Vile feats



Abyss-bound souls (left to right): A succubus devoted to Pazuzu, a bar-lgura of Demogorgon, a nabassu of Orcus, a babau of Kostchtchie, a palrethee of Pale Night, and an arrow demon of Zuggtmoy

Illus. by T. Baxa

are granted to characters at the behest of a powerful evil agent—in this case, a demon lord. As such, the benefits granted by these feats are supernatural rather than extraordinary abilities. Some DMs might also want to require any character wishing to take a vile feat to perform a special ritual or make an actual bargain with a demon lord. The demon lord could even (at the DM's discretion) have the ability to revoke the feat should the character displease his new patron.

This chapter reproduces three vile feats from *Book of Vile Darkness* (Dark Speech, Evil Brand, and Thrall to Demon) and introduces some new ones as well.

ABYSS-BOUND SOUL [VILE]

You have pledged your immortal soul to a particular demon lord in return for a gift that aids your evil works in life.

Prerequisite: Evil Brand, Thrall to Demon.

Benefit: Your evil brand incorporates the personal symbol of your demon lord patron, who watches over you from the Abyss. You gain a +2 bonus on saving throws made against spells with the good descriptor. Additionally, a tiny portion of your patron's power infuses your body, granting you an additional benefit. The exact benefit gained depends on who your patron is, as given below.

Baphomet: You deal double damage with weapons when you charge.

Dagon: You can breathe water as well as you can breathe air.

Demogorgon: Once per day, you can automatically summon a tanar'ri with a CR equal to or less than one-half your character level. The summoned demon follows your commands and remains at your side for up to 1 hour. This ability is the equivalent of a spell cast at a level equal to your character level.

Fraz-Urb'luu: You cast illusion spells at +1 caster level.

Graz'zt: You have immunity to fear effects.

Juiblex: You gain resistance to acid 5 (or your current resistance to acid increases by 5).

Kostchtchie: You gain resistance to cold 5 (or your current resistance to cold increases by 5).

Malcanthet: You cast enchantment spells at +1 caster level.

Obox-ob: Your natural armor bonus increases by 1.

Orcus: You cast necromancy spells at +1 caster level.

Pale Night: You have immunity to insanity and confusion effects.

Pazuzu: While flying, you gain a +2 profane bonus on Reflex saves.

Yeenoghu: When you attack with natural weapons, you gain a +1 profane bonus on attack and damage rolls.

Zuggtmoy: You ignore extra damage from critical hits and sneak attacks 25% of the time.

Special: When you die, your soul becomes the personal plaything of your demon patron. You can be restored to life only by *true resurrection*, *miracle*, or *wish*.

BLOOD WAR CONSCRIPT [VILE]

Your evil brand indicates your rank in the armies of the Blood War and infuses you with fury.

Prerequisite: Evil Brand.

Benefit: Against lawful or good enemies, you gain a +1 profane bonus on attack and weapon damage rolls.

TABLE 4–1: FEATS

General Feats	**Prerequisites**	**Benefit**
Demon Mastery	—	+2 bonus on Charisma checks when using *planar binding,* summoning spells used to summon demons function at +1 caster level
Extract Demonic Essence	Any two item creation feats, Demon Mastery	Siphon life force from a demon to halve XP cost when casting spells or creating items
Ordered Chaos	Nonchaotic alignment, base Will save +4	Your alignment is unaffected by Abyssal heritor feats; items and effects treat you as chaotic
Poison Healer	Great Fortitude, Con 13	Any time you save against a poison, you heal damage equal to your Con bonus
Abyssal Heritor Feats	**Prerequisites**	**Benefit**
Chaotic Spell Recall	Any one Abyssal heritor feat	Recall one chaotic spell you had prepared as a swift action
Claws of the Beast	—	Gain +1 bonus on damage rolls with natural weapons and unarmed strikes for each Abyssal heritor feat
Cloak of the Obyrith	Chaotic alignment	You gain DR 1/lawful, +1 per additional Abyssal heritor feat
Demonic Skin	—	Gain +1 bonus to natural armor, +1 additional bonus for every two Abyssal heritor feats
Demonic Sneak Attack	Sneak attack class feature	Reroll a number of sneak attack damage dice equal to the number of Abyssal heritor feats you possess
Eyes of the Abyss	Any one Abyssal heritor feat	Gain darkvision 60 ft. and bonus of +1 per Abyssal heritor feat on Search and Spot checks
Heart of the Nabassu	—	You ignore negative levels/day equal to the number of Abyssal heritor feats you possess
Keeper of Forbidden Lore	Int 13	Gain +1 bonus on Knowledge (the planes), Spellcraft, and bardic knowledge checks for each Abyssal heritor feat; Knowledge (the planes) and Spellcraft are always class skills for you, and you can use them untrained
Otherworldly Countenance	Cha 15	Gain bonus on Perform or Intimidate checks, and fascinate or sicken foes a number of times per day, equal to the number of Abyssal heritor feats you possess
Poison Talons	Claws of the Beast, any two other Abyssal heritor feats	Your unarmed strike becomes poisonous
Precognitive Visions	Wis 13, any one Abyssal heritor feat	Gain a number of floating +1 insight bonuses (on saves, AC, attack rolls, or skill checks) equal to half the number of Abyssal heritor feats you possess
Primordial Scion	Chaotic alignment, any one Abyssal heritor feat	Weapons you wield are treated as chaotic-aligned and deal +1d6 damage to lawful targets per two Anyssal heritor feats
Vestigial Wings	—	Gain +2 bonus on Jump checks for every Abyssal heritor feat; slow falls
Vile Feats	**Prerequisites**	**Benefit**
Dark Speech	Base Will save +5, Int 15, Cha 15	Use Dark Speech to inspire dread, aid in creating items, damage objects, or command swarms
Evil Brand	—	Gain +2 bonus on Diplomacy and Intimidate checks made against evil creatures
Blood War Conscript	Evil Brand	Gain +1 profane bonus on attack rolls and weapon damage rolls against lawful or good creatures
Demonic Conduit	Evil Brand	Your spell save DCs each increase by 1 against lawful or good targets, or 2 against lawful good targets
Thrall to Demon	Chaotic evil alignment	Gain +1 luck bonus on an attack roll, skill check, ability check, level check, or saving throw 1/day
Abyss-Bound Soul	Evil Brand, Thrall to Demon	Gain +2 on saves against good spells, gain boon from your demonic patron

CHAOTIC SPELL RECALL [ABYSSAL HERITOR]

A few choice spells never stray far from your mind.

Prerequisite: Any one Abyssal heritor feat, ability to prepare and cast spells.

Benefit: Once per day, you can recall one spell with the chaotic descriptor that you had prepared and then cast. The spell is then prepared again, just as if it had not been cast. You recall the spell as a swift action. The spell can be of any level you know, and you can recall the same spell or a different spell every time you use this feat. You gain an additional daily use of this ability for every two abyssal heritor feats you possess.

Special: Your mind frequently fills with chaotic thoughts, imposing a –2 penalty on Concentration checks.

CLAWS OF THE BEAST [ABYSSAL HERITOR]

Your hands are twisted like claws. This deformity allows you to deal more damage than usual with your unarmed strikes and sneak attacks.

Benefit: Your natural weapons or unarmed strikes gain a +1 profane bonus on damage rolls. This bonus increases by 1 for every two Abyssal heritor feats you possess.

Special: Your talons make subtle manipulation of objects more difficult, imposing a –2 penalty on Sleight of Hand checks.

CLOAK OF THE OBYRITH [ABYSSAL HERITOR]

The chaos of the Abyss suffuses your being, as it does the ancient obyriths.

Prerequisite: Chaotic alignment.

Benefit: You gain damage reduction 1/lawful. The amount of damage reduction increases by 1 for each additional Abyssal heritor feat you possess.

Special: You are careless when it comes to your own fundamental well-being and take a –2 penalty on Survival checks.

DARK SPEECH [VILE]

You learn a smattering of the language of truly dark power.

Prerequisite: Will save bonus +5, Int 15, Cha 15.

Benefit: You can use the Dark Speech to bring loathing and fear to others, to help cast evil spells and create evil magic items, and to weaken physical objects. The four basic uses are detailed below.

Dread: Whenever you use Dark Speech in this manner, you take 1d4 points of Charisma damage, and every other creature in a 30-foot radius must attempt a Will save (DC 10 + 1/2 your character level + your Cha modifier). The result of a failed save by a listener depends on the listener's character level and alignment, as detailed on the table below.

Level (Alignment)	Result
1st–4th (non-evil)	Listener is shaken for 1d10 rounds and must flee from you until you are out of sight.
1st–4th (evil)	Listener cowers in fear for 1d10 rounds.
5th–10th (non-evil)	Listener is shaken for 1d10 rounds.
5th–10th (evil)	Listener is charmed by you (as *charm monster*) for 1d10 rounds.
11th+ (non-evil)	Listener is filled with loathing for you but is not otherwise influenced.
11th+ (evil)	Listener is impressed, and you gain a +2 competence bonus on attempts to change his attitude in the future.

Power: Whenever you use Dark Speech in this manner, you take 1d4 points of Charisma damage. By incorporating the Dark Speech into the verbal component of a spell, you increase its effective caster level by 1. By using it during the creation of an evil magic item, you increase its caster level by 1 without increasing the cost.

Corruption: As a full-round action, you can whisper vile words at an inanimate object and reduce its hardness by half. This use does not drain you, but you cannot use the ability more than once on a single object.

Dark Unity: You can use Dark Speech to establish a hive mind in any swarm of vermin or animals with an Intelligence score of 2 or lower. Thereafter, you can give the swarm one command as per the *suggestion* spell (caster level equals your Hit Dice). Whenever you infuse a swarm in this manner, you take 1d4 points of Constitution damage.

Normal: Attempting to utter a word of Dark Speech always ends in immediate death for a speaker who is not trained in its dark power. It is impossible to make someone use the Dark Speech if he is unwilling because the language's pronunciation is so exacting.

Special: You gain a +4 circumstance bonus on saving throws made when someone uses the Dark Speech against you.

DEMONIC CONDUIT [VILE]

Your evil brand incorporates blasphemous runes and sigils that augment magical attacks you make against lawful and/or good targets.

Prerequisite: Evil Brand.

Benefit: The save DC for any spell you cast against a lawful or good creature increases by 1. Against lawful good targets, the save DC increases by 2.

DEMONIC SKIN [ABYSSAL HERITOR]

Your skin has rough, scaly patches that enhance your natural armor.

Benefit: Your natural armor bonus improves by 1. This improvement increases by 1 for every two Abyssal heritor feats you possess. If you do not have natural armor, assume your natural armor bonus is +0.

Special: Your thickened skin tends to catch on objects and makes you less flexible. Because of these effects, you take a –2 penalty on Escape Artist checks.

DEMONIC SNEAK ATTACK [ABYSSAL HERITOR]

You know exactly how to twist the blade to get the most out of your sneak attacks.

Prerequisite: Sneak attack class feature.

Benefit: When you make a successful sneak attack, you can reroll a number of sneak attack damage dice equal to the number of Abyssal heritor feats you possess. You must take the results of the rerolled dice.

Special: You trade feints for finesse and find it difficult to hide your more malicious intentions; consequently, you take a –2 penalty on Bluff checks.

DEMON MASTERY

You are particularly skilled at summoning demons and convincing them to serve you.

Benefit: You gain a +2 bonus on Charisma checks made to resolve the effects of planar binding and similar spells. Additionally, whenever you use a spell to summon a demon, your effective caster level increases by 1 for the purpose of resolving its effects.

EVIL BRAND [VILE]

You are physically marked forever as the servant of an evil power greater than yourself—in this case, a demon lord. The symbols is unquestionable in its perversity, depicting a depravity so unthinkable that all who see it know beyond a doubt that you serve the lords of the Abyss.

Benefit: Evil creatures automatically recognize the symbol now emblazoned upon you as a sign of your utter depravity or discipleship to a powerful demon lord, although the brand does not necessarily reveal your patron's identity. You gain a +2 circumstance bonus on Diplomacy and Intimidate checks made against evil creatures.

EXTRACT DEMONIC ESSENCE

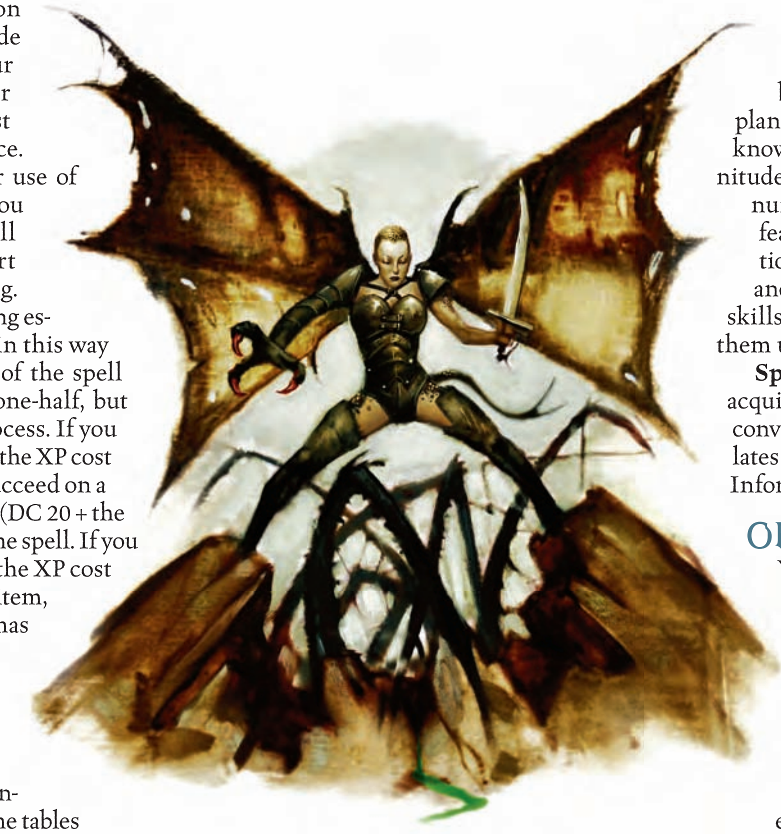
You can draw upon the living essence of a willing or captured demon to fuel the creation of items or the casting of potent spells.

Prerequisite: Any two item creation feats, Demon Mastery.

Benefit: Whenever you need to expend experience points to craft a magic item or cast a spell with an XP component, you can draw upon the life force of a nearby demon to reduce the XP cost to you. Before beginning the process, you must secure a demon whose Hit Dice equal or exceed the caster level of the item or spell in question. The demon could be one that you summoned with a *planar ally* spell, or one that you have bound with a *planar binding* spell, or even one that you simply encountered and convinced to aid you. The demon need not be willing, but it must remain within 30 feet of you for the duration of your work on the item or the casting time of the spell, and you must have line of effect (but not necessarily line of sight) to it during that time.

Drawing essence from a demon does not increase the time required to craft the item or cast the spell, but the process is draining for both you and the demon. Each of you takes 1d6 points of Constitution damage when the essence is channeled from the demon into your body, then converted into magical energy. An unwilling demon can attempt a Fortitude save (DC 10 + 1/2 your character level + your Cha modifier) to resist removal of its essence. Success negates your use of this feat and forces you to either pay the full cost yourself or abort the creation or casting.

Successfully drawing essence from a demon in this way reduces the XP cost of the spell or item creation by one-half, but it complicates the process. If you use this feat to reduce the XP cost of a spell, you must succeed on a Concentration check (DC 20 + the demon's HD) to cast the spell. If you use this feat to offset the XP cost of crafting a magic item, the demon's essence has a 10% chance to corrupt the item in some way, imbuing it with a curse. (The DM determines the nature of this curse randomly by rolling on the tables on pages 272–273 of the *Dungeon Master's Guide.*)



An Abyssal heritor stands over the body of a vanquished bebilith

Illus. by E. Gist

EYES OF THE ABYSS [ABYSSAL HERITOR]

Your eyes glow with an inner fire of some unusual color. This glow increases your perception and allows you to see in the dark.

Prerequisite: Any one other Abyssal heritor feat.

Benefit: You gain darkvision out to a range of 30 feet and a bonus on Search and Spot checks. The amount of this bonus equals the number of Abyssal heritor feats you possess.

Special: Your glowing eyes are disconcerting and distracting to those with whom you interact. This effect manifests as a –2 penalty on Diplomacy checks.

HEART OF THE NABASSU [ABYSSAL HERITOR]

Your ancestry traces back to a place where the Abyss meets the Negative Energy Plane.

Benefit: You can absorb harmlessly a number of negative levels per day equal to the number of Abyssal heritor feats you possess. For example, if you have two Abyssal heritor feats, you can gain up to two negative levels on a given day and not suffer any ill effects.

Special: Your barest tie to the Negative Energy Plane is offputting to animals. You take a –2 penalty on Handle Animal checks.

KEEPER OF FORBIDDEN LORE [ABYSSAL HERITOR]

A shred of demonic racial memory grants you knowledge of numerous ancient magical secrets.

Prerequisite: Int 13.

Benefit: You gain a bonus on Knowledge (the planes), Spellcraft, and bardic knowledge checks. The magnitude of this bonus equals the number of Abyssal heritor feats you possess. In addition, Knowledge (the planes) and Spellcraft are always class skills for you, and you can use them untrained.

Special: You have trouble acquiring information in more conventional ways, which translates to a –2 penalty on Gather Information checks.

ORDERED CHAOS

You are an unusually lawful Abyssal heritor.

Prerequisite: Nonchaotic alignment, base Will save +4.

Benefit: Your alignment is not affected by the Abyssal heritor feats you possess. Spells and effects that are keyed to alignment affect you as if you were chaotic, as well as your actual alignment. For example, you become immune to spells such as *chaos hammer* and *word of chaos*, you could wield an anarchic weapon without fear of gaining a negative level, and you could take the Primordial Scion feat despite its chaotic alignment prerequisite.

OTHERWORLDLY COUNTENANCE [ABYSSAL HERITOR]

You are either stunningly beautiful or wretchedly hideous. Either way, your appearance can be terribly unsettling to others upon whom you focus your attentions.

Prerequisite: Cha 15.

Benefit: When you take this feat, you must decide whether you are unusually beautiful or unusually hideous. Once you make this choice, you cannot change it. You gain a bonus on Perform checks (if you chose beauty) or Intimidate checks (if you chose ugliness) equal to the number of Abyssal heritor feats you possess.

As a full-round action, you can attempt to distract a target within 30 feet by focusing your attention upon it. The target must be able to see you and can resist your distracting appearance by making a Will save (DC 10 + 1/2 your character level + your Cha modifier). Failure indicates that the target is fascinated (if you are beautiful) or sickened (if you are ugly) for as long as you remain in its line of sight. You can affect a specific creature in this manner only once per day. This ability is usable a number of times per day equal to the number of Abyssal heritor feats you possess.

Special: Your appearance is so striking that it's difficult to hide. You take a –2 penalty on Disguise checks.

POISON HEALER

Poison isn't always bad for you.

Prerequisite: Great Fortitude, Con 13.

Benefit: Any time you succeed on a Fortitude save against a poison, you heal a number of hit points of damage equal to your Constitution bonus.

POISON TALONS [ABYSSAL HERITOR]

Your claws drip with poison.

Prerequisite: Claws of the Beast, any two other Abyssal heritor feats.

Benefit: Once per hour, you can secrete poison onto your claws as a swift action. This poison remains in place until you damage a target with your claws. At that point, the creature struck must succeed on a Fortitude save (DC 10 + 1/2 your character level + your Con modifier) or take 1d4 points of Strength damage. One minute later, the victim must save again or take an additional 1d4 points of Strength damage. You are immune to your own poison.

The poison you secrete from your talons cannot be collected or preserved.

Special: Although you are immune to your own toxin, its presence tends to complicate the process of providing medical aid to others. Therefore, you take a –2 penalty on Heal checks.

PRECOGNITIVE VISIONS [ABYSSAL HERITOR]

You periodically experience visions from the near future.

Prerequisite: Wis 13, any one Abyssal heritor feat.

Benefit: Your visions reflect possible futures, and you can act to ensure or resist them. You gain a number of floating +1 insight bonuses equal to one-half the number of Abyssal heritor feats you possess (minimum 1). The bonuses last 24 hours, and you must reassign them at the start of each new day. You can assign each bonus to one of the following:

- Your Armor Class
- Your attack rolls
- Your initiative checks
- One of your saving throws (Fortitude, Reflex, or Will)
- Checks made with one skill of your choice

Since insight bonuses do not stack, it's best to assign each one to a different kind of roll or check.

Special: Your visions tend to create unwelcome hallucinations. This effect imposes a –2 penalty on Spot checks.

PRIMORDIAL SCION [ABYSSAL HERITOR]

The Abyss beckons. . . .

Prerequisite: Chaotic alignment, any one Abyssal heritor feat.

Benefit: Your natural weapons, as well as any weapons you wield, are treated as chaotic-aligned for the purpose of overcoming damage reduction. In addition, attacks you make with such weapons deal an extra 1d6 points of damage to lawful creatures. This bonus increases by an additional 1d6 for every four Abyssal heritor feats you possess.

Special: Because of the chaotic whispers in your head, you take a –2 penalty on Listen checks.

THRALL TO DEMON [VILE]

You formally become a supplicant to a demon lord. In return for your obedience, you gain a small measure of that demon lord's power.

Prerequisite: Chaotic evil alignment.

Benefit: Once per day, while performing an evil act, you can call upon your demonic patron and gain a +1 luck bonus on any one attack roll, saving throw, ability check, skill check, or level check.

Special: You can take this feat only once. If you take it, you cannot take the Disciple of Darkness or Scion of Sorrow feats (both described in *Champions of Ruin*), which link you in a similar way to powerful archdevils or yugoloth lords.

VESTIGIAL WINGS [ABYSSAL HERITOR]

A pair of vestigial wings sprouts from your shoulders.

Benefit: Your wings aren't formed enough to allow true flight, but they do enhance your ability to jump. You gain a bonus on Jump checks equal to +3 per Abyssal heritor feat you possess.

Your wings can also slow your fall. As long as you can take move actions, you can control a fall so that you land without taking damage. You cannot, however, alter the direction you fall.

Special: Because your wings create additional drag while you swim, you take a –2 penalty on Swim checks.

MAGIC

The Abyss is not just a realm of entropy, madness, cruelty, and ruin. It is also a place of powerful magic. Indeed, the lure of Abyssal magic has led many arcanists to their doom over the ages, but not before they had tasted a bit of the Abyss's incredible power. Likewise, devoted worshipers of the demon lords and deities of the Abyss have often gained access to strange and foul divine magic. And when the taint of Abyssal magic began to bleed into the other planes, it was only natural for the denizens of those planes to develop magic of their own with which to fight against it.

The relationship between clerics and demon lords deserves special mention. Although demon lords are not true deities, their power is so great that some mortal beings worship them as gods. Because of this godlike status, demon lords sometimes act as patrons for clerics who devote themselves to the Abyss. Demon lords cannot grant spells, but the Abyss itself can, using the demon lords as conduits. Clerics in the service of demon lords gain access to domains, just as other clerics who devote themselves to ideals do, but some of their domains are unique to worshipers of the lords of the Abyss.

BARD SPELLS

2nd-Level Bard Spells

Beckoning Call: Lures target creature closer to you.

Vision of Entropy: Confronts target with a vision of the Abyss that causes increasing fear.

4th-Level Bard Spell

Inner Beauty^{F}**:** Target's physical appearance changes to match its personality; creatures nearby might be nauseated or stunned, target's Charisma and Dexterity scores are adjusted.

5th-Level Bard Spell

Morality Undone^{M}**:** Subject becomes evil.

6th-Level Bard Spell

Soul Link^{M}**:** Grants target a boon, allows monitoring, and establishes a telepathic link that enhances enchantments.

BLACKGUARD SPELLS

1st-Level Blackguard Spell

Demonflesh: Grants +1 natural armor/5 caster levels.

2nd-Level Blackguard Spell

Demoncall: Grants +10 profane bonus on one Knowledge (arcana), Knowledge (the planes), or Knowledge (religion) check.

3rd-Level Blackguard Spell

Demon Wings: You can fly at your land speed.

CLERIC SPELLS

1st-Level Cleric Spell

Exorcism: Drive a fiend out of the body of a creature or object it possesses.

5th-Level Cleric Spells

Extract Gift^{M,X}**:** Extracts essence from a willing or trapped demon to grant subject a lasting enhancement.

Morality Undone^{M}**:** Subject becomes evil.

7th-Level Cleric Spells

Fiendish Clarity: Grants you darkvision 60 ft., allows you to see in magical *darkness*, *see invisibility* out to 60 ft., and *detect good*.

Slime Wave: Creates a 15-ft.-radius spread of green slime.

8th-Level Cleric Spells

Abyssal Frenzy: Regresses target to brutish, demonic version of itself.

Befoul: Turns large amount of water poisonous.

Embrace the Dark Chaos^{X}**:** Exchanges one of target's feats for an Abyssal heritor feat.

Shun the Dark Chaos^{X}**:** Exchanges one of target's Abyssal heritor feats for another kind of feat.

9th-Level Cleric Spell

Despoil^{M}**:** Kills plants and damages objects in 100-ft./level radius.

CORRUPTION DOMAIN

Demon Lords: Demogorgon, Juiblex, Pale Night.

Granted Power: Once per day, you can attack an object and ignore its hardness.

Corruption Domain Spells

1 **Doom:** One subject takes a –2 penalty on attack rolls, damage rolls, saves, and checks.
2 **Blindness/Deafness:** Makes subject blinded or deafened.
3 **Contagion:** Infects subject with chosen disease.
4 **Morality Undone**^{M}**:** Subject becomes evil.
5 **Feeblemind:** Subject's Int and Cha drop to 1.
6 **Pox:** Deals 1d4 Con drain to one creature/level.
7 **Insanity:** Subject affected by continuous *confusion*.
8 **Befoul:** Turns large amount of water poisonous.
9 **Despoil**^{M}**:** Kills plants and damages objects in 100-ft./level radius.

DEMONIC DOMAIN

Demon Lords: Demogorgon, Fraz-Urb'luu, Graz'zt, Orcus, Yeenoghu.

Granted Power: You gain a +1 profane bonus on attack and damage rolls for unarmed strikes and attacks with natural weapons.

Demonic Domain Spells

1 **Demonflesh:** Grants +1 natural armor/5 caster levels.
2 **Demoncall:** Grants +10 profane bonus on one Knowledge (arcana), Knowledge (the planes), or Knowledge (religion) check.
3 **Demon Wings:** You can fly at your land speed.
4 **Dimensional Anchor:** Bars extradimensional movement.
5 **Planar Binding, Lesser:** Traps extraplanar creature of 6 or fewer HD until it performs a task.
6 **Planar Binding:** As *lesser planar binding*, but traps extraplanar creature with up to 12 HD.
7 **Fiendish Clarity:** Grants you darkvision 60 ft., allows you to see in magical *darkness*, *see invisibility* out to 60 ft., and *detect good*.

8 **Planar Binding, Greater:** As *lesser planar binding*, but traps extraplanar creatures with up to 18 HD.
9 **Gate^{X}:** Connects two planes for travel or summoning.

ENTROPY DOMAIN

Demon Lords: Dagon, Obox-ob.

Granted Power: Once per day as a standard action, you can channel a bolt of Abyssal entropy as a ranged touch attack, dealing 1d8 points of damage per cleric level you possess. Half the damage is sonic damage, and half is unholy damage that cannot be reduced by sonic resistance or immunity.

Entropy Domain Spells

1 **Cause Fear:** Causes one creature with 5 or fewer HD to flee for 1d4 rounds.
2 **Vision of Entropy:** Confronts target with a vision of the Abyss that causes increasing fear.
3 **Ray of Exhaustion:** Creates a ray that renders subject exhausted.
4 **Fear:** Subjects within cone flee for 1 round/level.
5 **Waves of Fatigue:** Causes several targets to become fatigued.
6 **Disintegrate:** Causes one creature or object to vanish.
7 **Insanity:** Afflicts subject with continuous *confusion* effect.
8 **Scintillating Pattern:** Creates twisting colors that confuse, stun, or render subjects unconscious.
9 **Abyssal Rift^{M}:** Opens a rift in the ground, damaging creatures and structures.

FURY DOMAIN

Demon Lords: Baphomet, Kostchtchie, Yeenoghu.

Granted Power: Once per day as a free action, you can designate a single creature or object as the target of your fury. You gain a +2 profane bonus on attack rolls against the designated creature or object and deal an extra 2 points of damage with each successful strike upon it. These bonuses persist until you select a new target for your attacks.

Fury Domain Spells

1 **True Strike:** Grants you a +20 bonus on your next attack roll.
2 **Bull's Strength:** Subject gains +4 to Str for 1 min./level.
3 **Rage:** Grants +2 to Str and Con, +1 on Will saves, –2 to AC.
4 **Divine Power:** You gain attack bonus, +6 to Str, and 1 hp/level.
5 **Shout:** Deafens all within cone and deals 5d6 sonic damage.
6 **Song of Discord:** Forces targets to attack each other.
7 **Abyssal Frenzy:** Regresses target to brutish, demonic version of itself.
8 **Shout, Greater:** Lets subject produce a devastating yell that deals 10d6 sonic damage, stuns creatures, and damages objects.

Mialee summons a nalfeshnee

Illus. by W. O'Connor

9 **Abyssal Frenzy, Mass:** As *abyssal frenzy*, but 1 creature/level.

OOZE DOMAIN

Demon Lords: Juiblex, Zuggtmoy.

Granted Power: You can rebuke or command oozes as an evil cleric rebukes or commands undead. This ability is usable a number of times per day equal to 3 + your Charisma modifier.

Ooze Domain Spells

1 **Grease:** Makes a 10-ft. square or one object slippery.
2 **Web:** Fills a 20-ft.-radius spread with sticky spider webs.

3 **Poison:** Your touch deals 1d10 Con damage, repeats in 1 min.
4 **Rusting Grasp:** Your touch corrodes iron and alloys.
5 **Oozepuppet:** You can telekinetically control target ooze.
6 **Transmute Rock to Mud:** Transforms two 10-ft. cubes per level.
7 **Slime Wave:** Creates a 15-ft. spread of green slime.
8 **Befoul:** Turns large amount of water poisonous.
9 **Implosion:** Kills one creature/round.

TEMPTATION DOMAIN

Demon Lords: Graz'zt, Malcanthet, Pazuzu.

Granted Power: Select a gender. As long as you wear no armor, you gain a +2 competence bonus on Charisma-based checks opposed by creatures of this gender. Furthermore, each save DC for any mind-affecting spells or abilities you use against this gender increases by 1.

Temptation Domain Spells

1 **Charm Person:** Makes one person your friend.
2 **Beckoning Call:** Lures target creature closer to you.
3 **Suggestion:** Compels subject to follow stated course of action.
4 **Charm Monster:** Makes monster believe it is your ally.
5 **Dominate Person:** Controls humanoid telepathically.
6 **Mass Suggestion:** As *suggestion*, plus one subject/level.
7 **Soul Link**^{M}: Grants target a boon, allows monitoring, and establishes a telepathic link that enhances enchantments.
8 **Sympathy**^{F}: Causes object or location to attract certain creatures.
9 **Dominate Monster:** As *dominate person*, but any creature.

DRUID SPELL

6th-Level Druid Spell

Pox: Deals 1d4 Con drain to one creature/level.

7th-Level Druid Spell

Slime Wave: Creates a 15-ft. spread of green slime.

PALADIN SPELL

1st-Level Paladin Spell

Exorcism: Drive a fiend out of the body of a creature or object it possesses.

SORCERER/WIZARD SPELLS

2nd-Level Sorcerer/Wizard Spell

Illus **Vision of Entropy:** Confronts target with a vision of the Abyss that causes increasing fear.

5th-Level Sorcerer/Wizard Spell

Necro **Extract Gift**$^{M, X}$: Extracts essence from a willing or trapped demon to grant subject a lasting enhancement.

6th-Level Sorcerer/Wizard Spell

Trans **Oozepuppet:** You can telekinetically control target ooze.

7th-Level Sorcerer/Wizard Spell

Div **Fiendish Clarity:** Grants you darkvision 60 ft., allows you to see in magical *darkness*, *see invisibility* out to 60 feet, and *detect good*.
Necro **Soul Link**^{M}: Grants target a boon, allows monitoring, and establishes a telepathic link that enhances enchantments.

8th-Level Sorcerer/Wizard Spells

Abjur **Shun the Dark Chaos**^{X}: Exchanges one of target's Abyssal heritor feats for another kind of feat.
Trans **Embrace the Dark Chaos**^{X}: Exchanges one of target's feats for an Abyssal heritor feat.

9th-level Sorcerer/Wizard Spell

Conj **Abyssal Rift**^{M}: Opens a rift in the ground, damaging creatures and structures.

NEW SPELLS

Many of the following spells are useful for those who fight alongside demons, and others might be in the repertoire of those who seek to thwart chaos and evil.

ABYSSAL FRENZY

Transmutation [Evil]
Level: Cleric 8, Fury 7
Components: V, S, DF
Casting Time: 1 standard action
Range: Close (25 ft. + 5 ft./2 levels)
Target: One animal, humanoid, magical beast, or monstrous humanoid
Duration: 1 round/level (D)
Saving Throw: Will negates
Spell Resistance: Yes

You speak a dark epithet while brandishing your holy symbol. Suddenly, the creature you targeted transforms into a demonic version of its true self.

You cause the subject creature to deform. The transformation is shocking to behold—the creature's skin sprouts thick fur or jagged scales, horns grow from its head and body, its hands twist into talons, and so forth. This transformation bestows the following advantages and disadvantages on the subject for the duration of the spell:

- Base land speed increases by 30 feet.
- +3 enhancement bonus to natural armor.
- The subject gains two claw attacks if it did not already have them. If it did not previously have claws, the base damage for its new claw attacks depends on its size, as given on the following table. If it already had claw attacks, the base damage increases by one die type, as if the creature had become one size category larger.

Target Size	Base Claw Damage
Fine	1d2
Diminutive	1d3
Tiny	1d4
Small	1d6
Medium	1d8
Large	2d6
Huge	2d8
Gargantuan	4d6
Colossal	2d8

- Rend (Ex): If the subject hits a target with both claw attacks in a single round, it can rend the flesh, dealing damage equal to the twice its claw damage, modified by double its Strength modifier.

- The subject gains darkvision out to 60 feet, or its existing darkvision extends by 60 feet.
- +2 profane bonus to Strength and Constitution.
- –2 penalty to Dexterity.

The subject cannot communicate, cast spells, use spell-like abilities, activate magic items, or use weapons other than its natural ones while under the effects of this spell.

ABYSSAL FRENZY, MASS

Transmutation [Evil]
Level: Fury 9
Targets: One animal, humanoid, magical beast, or monstrous humanoid/level, all of which must be within 30 ft. of each other

This spell has the same effects as *abyssal frenzy*, except as indicated above.

ABYSSAL RIFT

Conjuration (Calling) [Evil]
Level: Entropy 9, sorcerer/wizard 9
Components: V, S, M
Casting Time: 1 standard action
Range: Long (400 ft. + 40 ft./level)
Effect: 10-ft.-wide, 60-ft.-deep rift, up to 5 ft. long per caster level
Duration: 3 rounds
Saving Throw: Reflex negates; see text
Spell Resistance: Yes

The ground trembles as you cast this spell. Suddenly, a yawning rift filled with black fire splits the ground, threatening to devour all.

This spell creates a rectangular rift in the ground. You designate where the rift opens, but it must be in a straight line on relatively level ground. Throughout the spell's duration, any conjuration spells with the evil descriptor that are cast within 60 feet of the rift function at caster level +2.

You cannot make the rift open beneath a fixed structure such as a tower, castle wall, or Daern's instant fortress. However, you can make it open underneath a wagon, tent, or similarly mobile object or lightweight structure. Untended objects wholly or partly in squares occupied by the rift fall in, taking 6d6 points of damage from the fall. Any creature standing wholly or partly in the area where the rift opens must succeed on a Reflex saving throw or fall into it as well, taking a like amount of damage. A successful save indicates that the creature avoids falling in by moving to the nearest safe square(s).

Anything that falls into the rift is scorched by black fire that deals 6d6 points of fire damage per round and 6d6 points of divine energy damage per round. Energy resistance or immunity does not protect against the divine energy damage.

On the second and third rounds of the spell's duration, black fire continues to fill the rift. In addition, the rift sprouts black fiery tentacles that reach out to all creatures within 60 feet of the rift's edge. Such creatures are entitled to a Reflex save each round to avoid the fiery tendrils; a creature that fails its save is lashed for 3d6 points of fire damage and 3d6 points of divine energy damage.

At the end of the spell's duration, the rift closes. Anything still trapped inside the rift when it closes plane shifts (as the spell) to a random layer of the Abyss. All that remains of the rift is a permanent scar on the ground where it formed.

Material Component: A miniature adamantine and gem-studded pickaxe worth at least 1,000 gp.

BECKONING CALL

Enchantment (Compulsion) [Mind-Affecting]
Level: Bard 2, Temptation 2
Components: V, S
Casting Time: 1 standard action
Range: Medium (100 ft. + 10 ft./level)
Target: One creature
Duration: Concentration plus 3 rounds
Saving Throw: Will negates
Spell Resistance: Yes

With a word and a gesture, you draw the targeted creature toward you.

The subject becomes overwhelmed with the desire to be near you. It remains aware of its surroundings and breathes normally, but it must take any actions it can to reach a square adjacent to you if it is not already by your side. The subject must take at least one move action each round and can activate spells or use abilities only if doing so brings it physically closer to your position. It avoids obvious danger where it can, but if given no other choice, it takes the least dangerous route to reach your side. If prevented from reaching you, the subject can do nothing but stand motionless and watch you in despair. Each round at the end of its turn, regardless of whether it reaches you or not, the subject can attempt a new saving throw to end the effect.

Once the subject reaches a square adjacent to your space, it stands motionless and can take no actions. If you move, it moves to follow you. The subject is considered flat-footed against you, but if you take any obvious hostile actions against it, the spell ends at the start of its next turn. Thus, you could use this spell to lure a creature to your side and gain a round's worth of sneak attacks against it before it came to its senses.

BEFOUL

Transmutation [Evil]
Level: Cleric 8, Corruption 8, Ooze 8
Components: V, S, M
Casting Time: 1 minute
Range: Touch
Area: Water in a volume of 100 ft./level by 100 ft./level by 10 ft./level (S)
Duration: Permanent; see text
Saving Throw: None; see text
Spell Resistance: No

You wave a hand over a body of water, and it instantly takes on the color, odor, and consistency of a filth-ridden cesspool.

The caster makes water (or other liquid) foul and mildly poisonous. A creature that drinks the affected water must succeed on a Fortitude saving throw or take 1d4 points of Constitution damage. Any creature with 2 or more Hit Dice that swims or immerses itself halfway or more in the water must attempt a saving throw as if drinking it; a creature with fewer than 2 HD dies immediately if immersed to such a degree.

If the spell can affect only part of a larger body of water, the befouled water mixes with the pure water. If the entire body of water is no more than four times the size of the affected area, all the water is befouled 24 hours later, but the damage from drinking or swimming in it is only 1d2 points of Constitution damage. If the body of water is more than four times but less than twenty times the affected area, all the water tastes foul after 24 hours but has no damaging effect. If the entire body is larger than twenty times the affected area, the fouled water mixes with the clean water and loses all effect after 24 hours.

Material Component: A dead fish and a drop of poison.

DEMON WINGS

Transmutation [Evil]
Level: Blackguard 3, Demonic 3
Components: V, S
Casting Time: 1 standard action
Range: Personal
Target: You
Duration: 10 minutes/level (D)

You raise your arms dramatically, whisper the name "Pazuzu" twice, and watch as demonic wings sprout from your back.

Wings sprout from your back, allowing you to fly at your normal land speed with average maneuverability. You can carry weight while flying according to your normal carrying capacity, and greater burdens affect your fly speed as they would your land speed.

DEMONCALL

Divination [Evil]
Level: Blackguard 2, Demonic 2
Components: V, S
Casting Time: 1 swift action
Range: Personal
Target: You
Duration: Instantaneous

Your eyes roll back into your head as you call to Dagon for his unique insight. Suddenly you become aware of some fragment of forbidden lore previously lost to you.

You tap into the forbidden knowledge of demons, gaining a +10 profane bonus on any one skill check involving Knowledge (arcana), Knowledge (the planes), or Knowledge (religion). The check must be made immediately, in the same turn as you cast the spell.

DEMONFLESH

Transmutation [Evil]
Level: Blackguard 1, Demonic 1
Components: V, S
Casting Time: 1 standard action
Range: Personal
Target: You
Duration: 1 minute/level

Your flesh becomes thick and leathery like a demon's.

This spell grants you a +1 enhancement bonus to your natural armor for every five caster levels you possess (minimum +1, maximum +4). A creature without natural armor has an effective natural armor bonus of +0.

DESPOIL

Transmutation [Evil]
Level: Cleric 9, Corruption 9
Components: V, S, M
Casting Time: 1 minute
Range: Touch
Area: 100 ft./level-radius spread
Duration: Instantaneous
Saving Throw: Fortitude partial (plants) or Fortitude negates (other living creatures)
Spell Resistance: Yes

The rotting plant matter melts away in your hand as a wave of sickly green energy washes over the ground, withering plants and weakening all creatures and objects in its wake.

You blight and corrupt a vast area of land. Any plant creature in the area that has more than 1 Hit Die must succeed on a Fortitude saving throw or die. Even with a successful save, it takes 5d6 points of damage. Less hardy plants simply shrivel and die, and the ground cannot support such plant life ever again. Every other living creature in the area (other than you) must succeed on a Fortitude saving throw or take 1d4 points of Strength damage.

Every unattended object in the area, including structural features such as walls and doors, grows brittle and loses half its hardness (rounded down, to a minimum of 1), then takes 1d6 points of damage, which automatically bypass any remaining hardness.

Only a *wish* or *miracle* spell will enable normal plants to grow in the area ravaged by a *despoil* spell. Damaged objects can be repaired with *mending* spells.

Material Component: The fresh or preserved corpse of a living creature.

EMBRACE THE DARK CHAOS

Transmutation [Chaotic]
Level: Cleric 8, sorcerer/wizard 8
Components: V, S, XP
Casting Time: 1 standard action
Range: Touch
Target: Willing living creature touched
Duration: Instantaneous
Saving Throw: None
Spell Resistance: No

You infuse the creature touched with raw chaos channeled from the Abyss. Somehow it looks more fiendish than before.

The subject immediately gains one Abyssal heritor feat for which it qualifies, chosen by you at the time of casting. If the subject does not qualify for the designated feat, the spell fails. This Abyssal heritor feat replaces one feat of the subject's choice that it already possesses. The replaced feat need not have been an Abyssal heritor feat. If the lost feat was a prerequisite for other feats or prestige classes, the subject loses access to those feats or prestige class abilities until it once again meets all the prerequisites.

Once the subject has the Abyssal heritor feat, only a *miracle*, *shun the dark chaos*, or *wish* spell can reverse the change.

XP Cost: 250 XP.

EXORCISM

Abjuration
Level: Cleric 1, paladin 1
Components: V, S, M, DF
Casting Time: 1 swift action
Range: Personal
Target: You
Duration: 1 round
Saving Throw: Will negates; see text

You force your will against that of the possessing fiend, trying with all the strength of your faith to drive it from the body of the unfortunate creature before you.

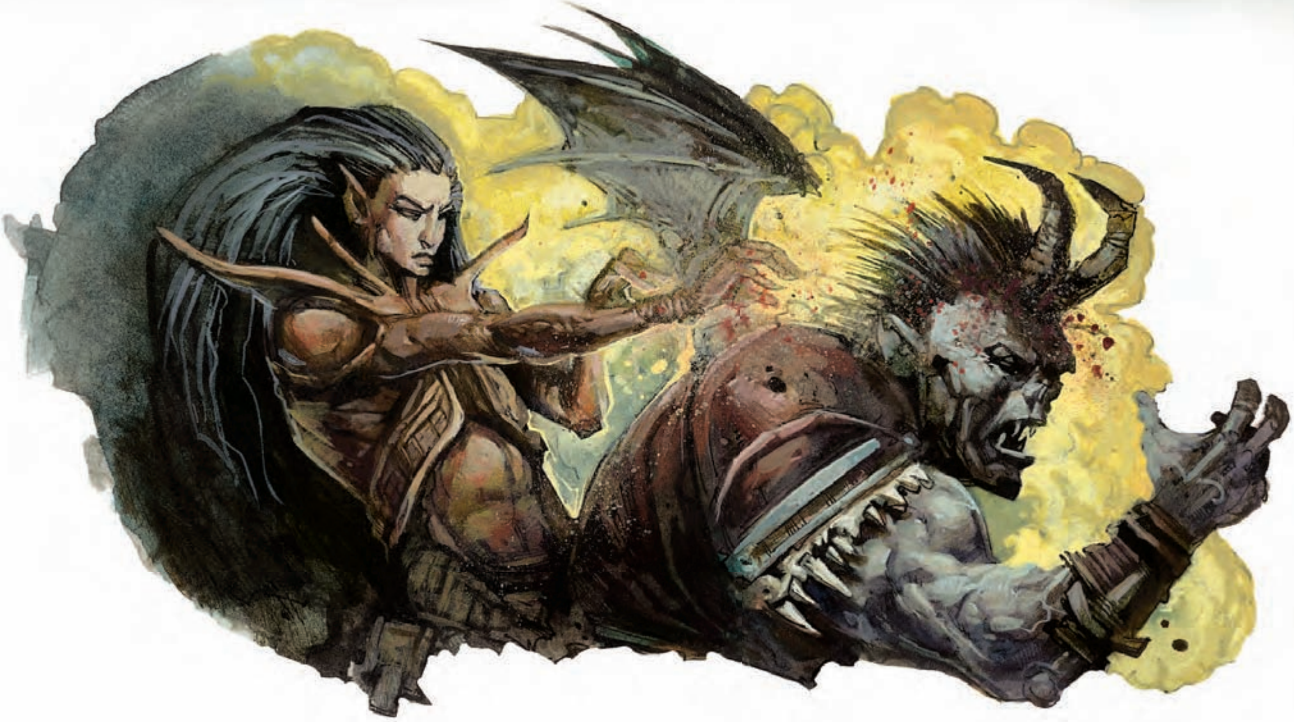
After casting this spell, you can spend a use of your turn or rebuke undead ability (as a standard action) in an attempt to drive a possessing fiend from its host. The host creature or object must be within range of your turn or rebuke attempt. However, you do not make a turning check when you cast the spell. The possessing fiend must instead succeed on a Will save or be driven from the host and shunted into the nearest available open space in its incorporeal form. (See the rules for possession on page 21.) This use of turn or rebuke undead has no effect on undead within range of the ability.

A fiend driven from its host cannot attempt to possess that same host for 24 hours.

Material Component: A vial of holy or unholy water.

EXTRACT GIFT

Necromancy [Chaotic]
Level: Cleric 5, sorcerer/wizard 5
Components: V, S, M, XP
Casting Time: 1 hour
Range: Close (25 ft. + 5 ft./2 levels)



Mialee casts embrace the dark chaos on a half-orc

Illus. by C. Critchlow

Target: One demon and one willing creature
Duration: Permanent
Saving Throw: Will negates; see text
Spell Resistance: Yes

You painstakingly create two magic circles. In one stands a demon, and in the other stands your willing subject. After an hour-long ritual incantation, you pull a roiling black cloud of demonic essence out of the demon and channel it into the willing recipient.

You transfer a portion of a demon's essence into a willing creature, enhancing one of its ability scores or skills. The demon must be either allied and willing or captured and constrained (as if by a *planar binding* spell). An unwilling demon can make a Will save to negate the effects of the spell.

Both the recipient and the donor demon must remain within specially prepared circles inscribed on the floor for the entire casting time. These circles are similar to summoning circles and can be integrated into a summoning circle without impacting the function of either spell, but neither the demon nor the recipient need be summoned specifically into the circle for this spell's circle—each needs only to stand within it during the casting.

The benefit granted by this spell can be applied to one of the recipient's ability scores (as an enhancement bonus) or to one of his skills (as a competence bonus), as you designate. Once this decision is made, it cannot be changed, and the effect cannot be dispelled except by a caster of higher level than you were when you cast the spell.

If you wish, you can increase the save DC for this spell by allowing the demon power over the target. The specific concessions you can make to the demon and the corresponding increases to the save DC are given below.

+1 Increase: The donor demon can track the recipient's location and condition, effectively gaining the effect of a constant *status* spell on it.

+3 Increase: The demon can see through the recipient's eyes and hear through its ears.

+5 Increase: The demon can telepathically communicate with the recipient as if by *Rary's telepathic bond*.

+7 Increase: The demon can use *demand* on the recipient once per day as a spell-like ability (caster level equals your caster level at the time you cast *extract gift*).

The effects of the concessions are cumulative, but the save DC increases do not stack. Thus, allowing the demon to track the recipient, use its senses, and communicate with it telepathically would increase the save DC by 5. Increasing the save DC in this manner is an evil act, since it grants the demon more than the usual opportunity to work its evil. Thus, using this option adds the evil descriptor to the spell.

Ability Bonus: The recipient gains an enhancement bonus to one ability score of your choice. The value of this bonus depends on your caster level and the abilities of the donor demon, as given below.

The maximum value of the bonus you can grant is one-fourth of your caster level (rounded down). Thus, you could grant the recipient up to a +2 enhancement bonus at 9th level, or up to a +5 bonus at 20th level. You can always choose to grant a bonus lower than your maximum.

The donor demon's ability modifier for the corresponding score must be at least twice that of the granted bonus. Thus, to grant a +2 bonus to Dexterity, you must extract essence from a demon with a Dexterity score of at least 18 (such as a marilith). To grant a +5 bonus to Charisma, you need a demon with a Charisma score of at least 30 (such as a lilitu).

Skill Bonus: The recipient gains a competence bonus on checks made with one skill of your choice. The value of this bonus depends on your caster level and the abilities of the donor demon, as given below.

The maximum value of the bonus you can grant is one-half your caster level (rounded down). Thus, you could grant the recipient up to a +4 enhancement bonus at 9th level, or up to a +10 bonus at 20th level. You can always choose to grant a bonus lower than your maximum.

The donor demon's ranks in the selected skill must be at least twice the granted bonus. Thus, to grant a +5 bonus on Disable Device checks, you must extract essence from a demon with at least 10 ranks in Disable Device (such as a babau). To grant a +10 bonus on Bluff checks, you need a demon with at least 20 ranks in Bluff (such as a balor).

Material Component: The circles in which the donor and recipient stand during the casting must be inscribed with expensive paints made from powdered diamonds, cold iron, blood, and various rare and exotic pigments. Each circle must also be decorated with five flawless sapphires, which serve as conduits between the donor demon and the recipient. The total cost of these pigments and gems depends on the nature and magnitude of the bonus to be imparted. For an ability bonus, the cost equals the bonus squared times 1,000 gp (1,000 gp for +1, 4,000 gp for +2, 9,000 gp for +3, 16,000 gp for +4, and 25,000 gp for +5). For a skill bonus, the cost equals the bonus squared times 100 gp (100 gp for +1, 400 gp for +2, 900 gp for +3, 1,600 gp for +4, 2,500 gp for +5, 3,600 gp for +6, 4,900 gp for +7, 6,400 gp for +8, 8,100 gp for +9, and 10,000 gp for +10).

XP Cost: You must spend XP equal to 1/25 the required cost of the material components when you cast this spell.

FIENDISH CLARITY

Divination [Evil]
Level: Cleric 7, Demonic 7, sorcerer/wizard 7
Components: V, S
Casting Time: 1 standard action
Range: Personal
Target: You
Duration: 10 minutes/level

You manifest the acute senses of a powerful fiend.

You gain darkvision out to 60 feet and can see in magical *darkness* as if it were normal darkness. In addition, you can see invisible creatures and objects as if affected by a *see invisibility* spell, and you can use *detect good* at will.

INNER BEAUTY

Transmutation
Level: Bard 4
Components: V, S, F
Casting Time: 1 standard action
Range: Long (400 ft. + 40 ft./level)
Target: One creature
Duration: 10 minutes/level
Saving Throw: Will negates; see below
Spell Resistance: Yes

You change the subject's physical appearance to reflect its personality and morality, revealing its true beauty or exposing its revolting ugliness.

Although this spell is particularly effective for rooting out demons that have used magic to assume pleasing forms, it also works well for augmenting good-aligned creatures.

If the subject is evil, its body and visage twist and deform, taking on a hideous, bestial appearance. In addition, the subject takes a –4 penalty to Dexterity and Charisma (minimum 0) for the duration of the spell. Furthermore, on the round that this transformation occurs, every creature within a 15-foot radius of the subject

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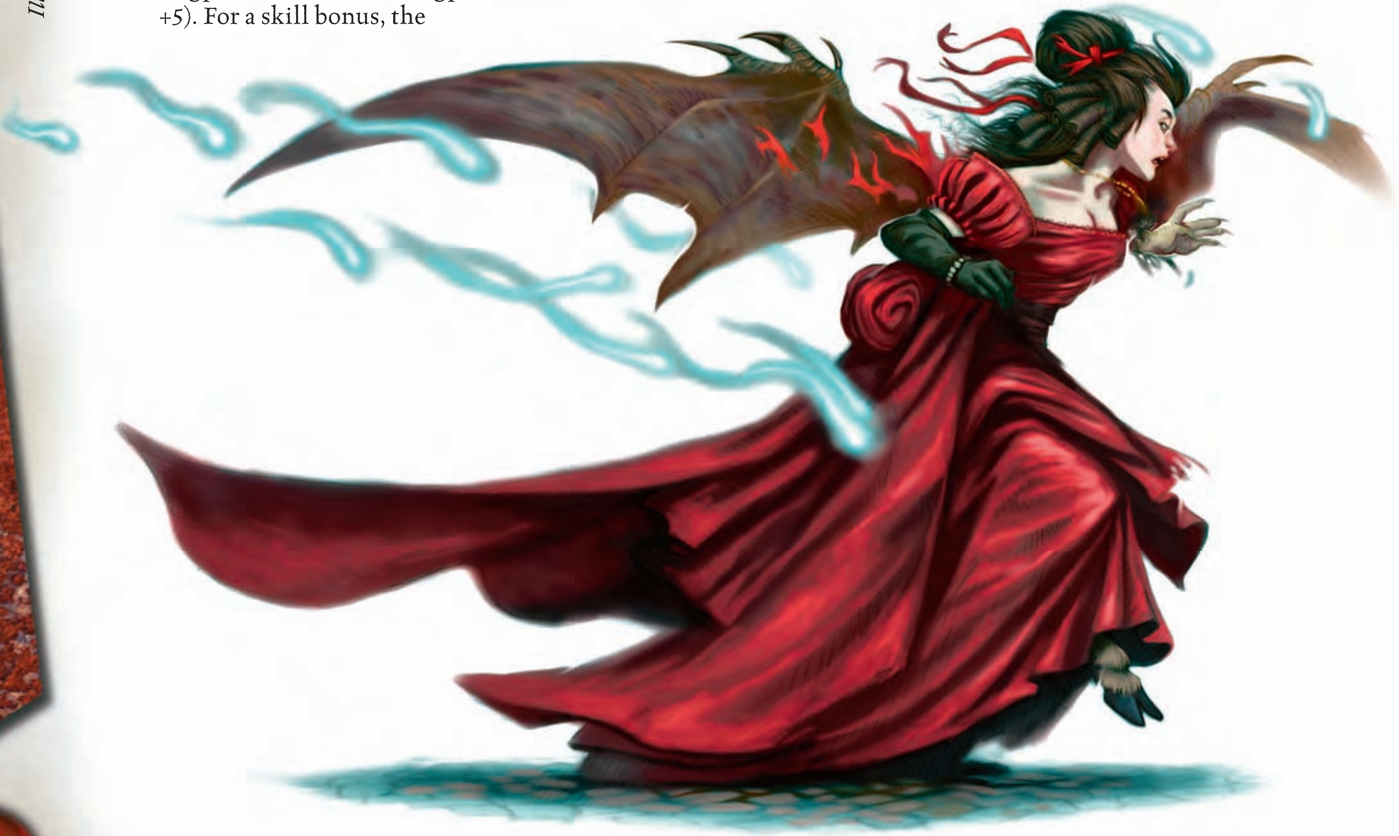


A succubus succumbs to an inner beauty spell that can see it must succeed on a Fortitude save or become nauseated for 1d4 rounds by this sudden revelation of wickedness.

If the subject is good, its body and visage grow lovelier and more elegant, taking on an appearance of rapturous beauty and grace. In addition, the subject gains a +4 sacred bonus to Dexterity and Charisma for the duration of the spell. Furthermore, in the round when this transformation occurs, every creature within a 15-foot radius of the subject that can see it must succeed on a Fortitude save or be stunned for 1 round by this sudden revelation of virtue.

If the targeted creature is neither good nor evil, the spell has no effect.

Focus: A handheld mirror worth at least 500 gp.

MORALITY UNDONE

Enchantment [Evil, Mind-Affecting]
Level: Bard 5, cleric 5, Corruption 4
Components: V, S, M/DF
Casting Time: 1 standard action
Range: Close (25 ft. + 5 ft./2 levels)
Target: One non-evil living creature
Duration: 10 minutes/level
Saving Throw: Will negates
Spell Resistance: Yes

With a cruel utterance and a complex set of hand signs, you cause great evil to swell within the targeted creature, overwhelming and confusing its sense of morality like a magnet touching a compass.

You temporarily turn one creature evil. The chaotic/neutral/lawful component of the subject's alignment remains unchanged. The subject retains whatever outlook, allegiances, and relationships it had before, as long as they do not conflict with its new alignment. Otherwise, it acts with its new selfish, bloodthirsty, and cruel outlook in all matters.

For example, a wizard affected by this spell might not immediately turn on her fighter companion, particularly in the middle of a combat when they're fighting on the same side. But she might allow her friend to be hurt or killed if he is carrying a valuable item that she could recover later, or she might use spells to control or deceive him in order to get what she wants. She might even decide to betray or attack her friend at a later time if significant potential gain is involved.

An atonement spell restores the subject's original alignment, but a remove curse spell has no effect.

Arcane Material Component: A powdered or splintered holy symbol.

OOZEPUPPET

Transmutation
Level: Ooze 5, sorcerer/wizard 6
Components: V, S
Casting Time: 1 standard action
Range: Medium (100 ft. + 10 ft./level)
Target: One ooze
Duration: 1 hour/level
Saving Throw: Fortitude negates
Spell Resistance: Yes

You point a crooked finger at the ooze, and it shivers with what could easily be mistaken for anticipation.

You telekinetically take control of the targeted ooze if it fails its saving throw. Once control is established, you must have line of sight to the ooze to manipulate it, but distance is not otherwise a factor unless you and the ooze are on different planes (at which point the spell ends). Thus, you can manipulate the ooze while scrying upon it, for example.

You can force the ooze to move, attack, and otherwise perform as you desire, within the limits of its abilities. Controlling an ooze's actions for an entire round is a move action for you. When not directed to move, attack, or undertake any actions by you, the ooze is held immobile by telekinetic forces.

Although most oozes have no minds, they still instinctively resist this telekinetic control. Thus, if forced to take a self-destructive action, the ooze gains a new Fortitude saving throw to negate the effect of the spell.

POX

Necromancy [Evil]
Level: Corruption 6, druid 6
Components: V, S, DF
Casting Time: 1 standard action
Range: Close (25 ft. + 5 ft./2 levels)
Targets: Up to one living creature/level, no two of which can be more than 10 ft. apart.
Duration: Instantaneous
Saving Throw: Fortitude negates
Spell Resistance: Yes

You shout, "A pox on you!" With a mere gesture, lesions erupt on the flesh of your enemies, and their pallor turns a sickly yellow.

Each affected creature takes 1d4 points of Constitution drain.

SHUN THE DARK CHAOS

Abjuration
Level: Cleric 8, sorcerer/wizard 8
Components: V, S, XP
Casting Time: 1 standard action
Range: Touch
Target: Willing creature touched
Duration: Instantaneous
Saving Throw: Will negates
Spell Resistance: Yes

You remove a vestige of the creature's Abyssal heritage, making it seem less fiendish.

You strip the taint of the Abyss from the creature touched. If the subject possesses any Abyssal heritor feats, one of them is immediately removed and replaced by any other feat for which the subject qualifies (except an Abyssal heritor feat). The subject chooses both the feat lost and its replacement. If the lost Abyssal heritor feat was a prerequisite for other feats or prestige classes, the recipient loses access to those feats or prestige class abilities until it once again meets all the prerequisites. The subject can regain its original Abyssal heritor feat (and lose the replacement feat) by means of *embrace the dark chaos, miracle,* or *wish.*

XP Cost: 250 XP.

SLIME WAVE

Conjuration (Summoning)
Level: Cleric 7, druid 7, Ooze 7
Components: V, S, M
Casting Time: 1 standard action
Range: Close (25 ft. + 5 ft./2 levels)
Area: 15-ft.-radius spread
Duration: 1 round/level
Saving Throw: Reflex negates
Spell Resistance: No

You summon forth a column of green slime that quickly flattens out over a circular area 30 feet in diameter.

You create a wave of green slime that begins at the location you choose (within range) and violently spreads to the limit of the area. The wave splashes and splatters as it moves, clinging to the walls and ceilings of enclosed areas as well as the floor. In addition, one patch of green slime adheres to each creature in the area for every 5 feet of its face.

Green slime devours flesh and organic materials on contact and even dissolves metal. A patch of green slime deals 1d6 points of Constitution damage per round that it is in contact with flesh. Against wood or metal, green slime deals 2d6 points of damage per round, ignoring the hardness of metal but not that of wood. It does not harm stone.

On the first round of contact, the slime can be scraped off a creature (most likely destroying the scraping device), but after that it must be frozen, burned, or cut away—processes that damage the victim as well as the slime. Extreme cold or heat, sunlight, or a *remove disease* spell destroys the green slime. Unlike normal green slime, the slime created by this spell evaporates at the end of the spell's duration.

Material Component: A few drops of stagnant pond water.

SOUL LINK

Necromancy [Mind-Affecting]
Level: Bard 6, sorcerer/wizard 7, Temptation 7
Components: V, S, M
Casting Time: 1 standard action
Range: Touch
Target: Creature touched
Duration: 1 hour/level
Saving Throw: Will negates
Spell Resistance: Yes

You draw forth a scrap of parchment and speak the name written on it in blood. The parchment turns to dust as you touch the targeted creature with you other hand, creating a potent link between the two of you.

You can use a *soul link* to monitor the subject's condition and location, as though it were affected by a *status* spell. You and the subject can also communicate telepathically as long as you are both on the same plane. By concentrating, you can also use *scrying* upon the subject, which is permitted no saving throw to resist. In addition, the subject takes a –4 penalty on any saving throw made to resist a mind-affecting spell or ability you use against it.

At the time the spell is cast, you can choose to take a –2 penalty to one of your ability scores in order to grant the subject a +2 enhancement bonus to that same ability score. If you use this option, the subject chooses the ability score affected for both of you and takes a –4 penalty on its saving throw to resist the effects of this spell.

You can have only one soul link in effect at a time. If you cast this spell a second time, the soul link already active ends immediately, regardless of the outcome of the second casting.

Material Component: A piece of parchment with the target's name (or detailed physical description) written upon it in your own blood.

VISION OF ENTROPY

Illusion (Phantasm) [Fear, Mind-Affecting]
Level: Bard 2, Entropy 2, sorcerer/wizard 2
Components: V, S
Casting Time: 1 standard action
Range: Close (25 ft. + 5 ft/2 levels)
Target: One creature
Duration: 1 round/level
Saving Throw: Will negates; see text
Spell Resistance: Yes

With a whisper and wave of your hand, you invite the targeted creature to behold the seething chaos of the infinite void surrounding the Abyss.

Each round, the subject must make a successful Will save or be overwhelmed with madness and awe at the sight of the images of the Abyss forming in its mind. The subject becomes shaken on the first failure, frightened on the second, panicked on the third, and unconscious on the fourth. A creature that faints from the effect of this spell remains unconscious for 1 hour or until revived. Any successful saving throw merely spares the subject the effect of the next failure for that round; any already existing condition persists until the next failure changes it or until the spell ends.

THE BLACK CULT OF AHM

"Knowledge is neither good nor evil, but it offers the power of choice. Tulket nor Ahm recognized this fact, and we now continue his struggle against ignorance and fear. Madness might possess us, evil might devour us, and at the end, either demons or paladins might destroy us, but we shall persevere."

—Erket the Reader, Devotee of Ahm

Built on the lore of the *Black Scrolls of Ahm* (see page 100), this organization is devoted to recovering all the writings of Tulket nor Ahm that remain in the universe and to expanding its own holdings of demonic lore. Though the Black Cult of Ahm is first and foremost a scholarly organization, its leaders recognize that adventurers of all kinds are as important to the cult as researchers and loremasters because of the dangers inherent in the acquisition of demonic lore. Indeed, cultists must often journey to the far corners of the world and beyond to retrieve the knowledge they seek.

The Black Cult of Ahm has many aliases. Some know the organization as the Order of the Black Scroll, though most of its members call themselves Disciples of Ahm or Readers of the Black Scrolls. All these names have different connotations, so when the Black Cult operates openly, its members simply use whichever name disturbs the local community least.

JOINING THE BLACK CULT OF AHM

Regardless of their backgrounds or special skills, initiates of the Black Cult must value knowledge above all else. Secondary considerations matter little, so long as the candidate shows a strong desire to learn more about demons and the Abyss. The cult's leaders seldom care how members use the knowledge they attain, as long as each one enters some new lore into the organization's archives.

ENTRY REQUIREMENTS

Base Saving Throw: Will +1
Skills: Decipher Script 1 rank, Knowledge (history) 2 ranks, Knowledge (the planes) 4 ranks.
Special: The initiate must either survive an encounter with an Abyssal creature (usually a demon, but not always) or visit the Abyss for at least one day.
Exception: If an initiate turns over any part of the *Black Scrolls of Ahm* to the order, any or all of the other requirements might be waived, depending on the local leader's opinion of the material.

The Black Cult of Ahm is dedicated to continuing the work of Tulket nor Ahm—specifically expanding on the knowledge contained in the legendary *Black Scrolls of Ahm.*

Any efforts that members make to learn more secrets about demons, the Abyss, or related subjects earn recognition and support from the cult. The Disciples of Ahm also recognize that aiding nonmembers who share their thirst for demonic lore is likely to expand the cult's knowledge and power base in the end, so they lend support to such efforts whenever possible.

Adventurers who fight demons on a regular basis might hear of the Black Cult of Ahm while recovering from difficult encounters or researching demonic history. Whenever adventurers make Gather Information checks to learn more about demons, word of their interest is likely to reach the local Black Cultists, who begin investigating what the newcomers plan to do with the information.

Depending on the alignment and personal interests of the local chapter's leadership, Black Cult representatives might cautiously approach adventurers known to have an interest in demons to find out their plans. Cultists might also try to warn off would-be demon slayers, fearing that "amateurs" will only cause trouble. Such warnings could be friendly or not so friendly, depending on the disposition of the local Black Cult's members.

Adventurers who impress the local order's authorities might be approached and asked to work for the order in gathering information about demons and fighting back the encroachment of the Abyss. If the characters perform adequately, the Black Cult of Ahm might welcome them as brothers in the search for knowledge by offering them membership in the order.

PLAYING A BLACK CULTIST

Vengeance, curiosity, thirst for knowledge—any of these motivations might have led you to seek out the Black Cult of Ahm. Most adventurers view demons as foes and the Abyss as a horrible place, but you see encounters with Abyssal forces as opportunities to learn. Like other adventurers, you might explore a corrupted mansion, work to free a possessed villager, or travel the planes in search of demonic entities, but you don't undertake such missions simply to stop the spread of chaos and evil—you do so to learn about the power behind demons and the nature of the Abyss. You know that you risk madness and death by seeking to quantify and explain primordial chaos and evil, but you see those risks as no worse than those that other adventurers take to acquire gold and power.

Putting yourself at risk to discover the secrets of demonic power wins you praise from the order and gives you access to the most prized possessions of the Black Cult, so you devote much of your time and resources to those ends. As a member, you know that those who don't contribute their fair share of knowledge often get left behind in the order's hierarchy, and they receive less and less support the longer they go without pulling their weight.

Combat

As a Black Cultist, you primarily fight demons and other forces of darkness. Thus, you tailor your combat techniques to take advantage of known demonic weaknesses even as you try to discover more. If you can use good-aligned weapons, those are your best choices; otherwise, use cold iron. Sonic effects are the best kind of energy attack to use, though fire, acid, or cold attacks that deal a reasonable amount of damage can also be effective. Finally, you can make good use of any spells or items that allow you to see through magical darkness.

Advancement

Opportunities for advancement in the Black Cult of Ahm become available as the organization grows in power. As members gather more knowledge and more items associated with demons and the Abyss, the Black Cult expands, setting up additional chapter houses in places of known demon activity and promoting from within to fill positions of authority at the new sites.

Rank in the Black Cult is earned primarily on the basis of points gained for cult-related activity—although, as with any other organization, politics occasionally win out over merit. The following table gives the point value of various common activities that the Black Cult finds valuable. The list is not exhaustive, and each chapter of the Black Cult has its own private interests in addition to the collection of knowledge, so feel free to use this table as a guideline for pricing other kinds of activities. In general, any knowledge that increases the Black Cult's collection of Abyssal lore is worth a point or two, while redundant stories and repeat encounters don't produce any additional benefits.

TABLE 4–2: BLACK CULT ADVANCEMENT

Activity	Point Value
Relate an accurate story of a personal demonic encounter (beyond a simple battle with a summoned demon) to a member of the order	*1 point*
Provide body parts of a deceased demon for further study	*1 point*
Provide items or weapons used by a demon for further study	*1 point, or 2 points if items are magical*
Capture a demon alive and turn it over to the order for study	*2 points per Hit Die of the demon*
Relate an accurate story of a personal encounter with the Abyss	*1 point for venturing into a corrupted area, or 5 points for a trip to one of the Abyssal layers*
Learn the true name of an individual demon	*5 points*
Turn over one of the *Black Scrolls of Ahm* to the order	*2 points for a nonmagical excerpt, 5 points for a minor artifact, or 10 points for a major artifact*

When you first joined the cult, you became a seeker initiate, the lowest-ranked member. Gaining 10 points makes you a seeker in good standing. After you earn at least 30 more points, you become eligible for the position of lesser scribe, which you can accept then or at any time thereafter.

If you accept the position of lesser scribe, you have few opportunities to gain any more points. Only diligent work can gain you the position of greater scribe or make you eligible for appointment to reader (the leader of a chapter house). Only a senior reader can appoint a new reader, and then only when an opening exists. New reader positions are constantly opening up as the organization establishes more chapter houses, and most new readers are assigned to these positions. Usually, existing readers are replaced only upon death, but a chapter house that consistently underperforms in its collection of lore, or actually loses members or items, can find itself in the market for new leadership.

If you choose to remain a seeker rather than becoming a lesser scribe, you can continue to gain points for your work in the field. Netting a total of 100 points as a seeker usually results in an invitation to become a black monitor. You can choose to stay in the field instead, but refusal of this offer causes the cult leadership to examine your performance with some degree of suspicion. If you continue to perform well, the offer is repeated regularly. If your performance slips, however, you might be reassigned to another chapter house (preferably a newly formed one), or a black monitor might be asked to end your career prematurely to save the organization any further embarrassment. As a black monitor, you are also eligible for a reader position, though you can refuse the offer without penalty or loss of status.

Black Cult of Ahm Benefits

Since the disappearance and presumed death of Tulket nor Ahm, no group or individual on the Material Plane has done more to learn about demons, fiends, and the Abyss than the Black Cultists. Though their motives sometimes make others uncomfortable, the quality of their scholarship cannot be denied. Adventurers who join or even work for the Black Cult quickly discover that the organization can offer them a wealth of knowledge and other benefits, and that it asks only for knowledge in return.

Economics: The Black Cult of Ahm pays well for manuscripts and scrolls dealing with demons and the encroachment of the Abyss on the Material Plane. Even information delivered orally is of value, as long as it can be authenticated. As a full member, you should not expect payment for every nugget of information you turn over, since acquiring knowledge is your duty, but as an adventurer affiliated with the cult, you can get your equipment repaired, your mount fed and watered, and your own basic needs met at secret chapter houses and safe hostels all across the world.

The Black Cult also pays well for items that have demonic connections. The cultists offer nominal rewards for bits and pieces of defeated demons (horns, skin, and the like) that no one else would want, but they pay handsomely for any useful gear that adventurers are willing to part with. Any magic item with a direct tie to demons fetches a full 75% cash value when sold to a representative of the Black Cult. Good or bane weapons (outsiders, evil and outsiders, or chaotic), demon armor, and weapons made of cold iron all fit into this category. Related items, such as anarchic and some cursed weapons, are also welcome, but they fetch only 60% of cash value, since the cult purchases them primarily for study. The Black Cultists do, however, routinely assist both members and affiliates in freeing themselves from cursed items because they believe that such objects have some connection to the Abyss and demonkind.

Gear: One benefit that generally appeals to adventurers is the stockpile of weapons and items that the Black Cult of Ahm maintains in case the need to fight demons directly should arise. Like other Black Cultists, you're an expert on the resistances of individual demons, and you always maintain a good stock of cold iron weapons and enchantments that can help your comrades bypass other kinds of resistance. As a Black Cultist in good standing, you can purchase such items at full cost, or sometimes rent or borrow them, assuming that you can leave some assurance of payment should you not return from the encounter.

Services: As a member of the cult, whenever you make a Gather Information, Knowledge (arcana), or Knowledge (the planes) check regarding demons or the Abyss in a town where the order maintains chapter houses, you gain an automatic +4 circumstance bonus on the check. Should you not have the time or inclination to conduct research yourself, you can turn the problem over to the local chapter's members and expect to receive answers quickly.

The Black Cult maintains good relations with individual sacred exorcists, demon slayers, and members of other prestige classes known for battling the horrors of the Abyss. Though you must negotiate the cost for services with such individuals on a case-by-case basis, the Black Cult can at least set up a meeting for you in a remarkably short period of time.

Access: Every Black Cult reader has seen bits and pieces of the *Black Scrolls of Ahm*. Though not all readers have read the true artifacts (as detailed starting on page 100), each has read words written by Tulket's own hand, or by his most prominent disciples. If you truly distinguish yourself as a member of the Black Cult, you can ask for an audience with any reader to gain specialized information.

BLACK CULTISTS IN THE WORLD

"No one studies evil for the sake of knowledge alone. Such knowledge always corrupts."

—Sir Hilary Braxton, Paladin of Heironeous

The Black Cult of Ahm is best used as a mysterious force in a campaign world. Though it sometimes operates openly, it might do so under another name. Black Cultists are, for the most part, firmly dedicated to fighting the encroachment of the Abyss, but their myopic focus on gaining knowledge about it tends to make others suspicious.

Black Cultists can make excellent allies for the PCs in a campaign that focuses on battling extraplanar evil. Alternatively, they can serve as recurring villains if the characters' focus is on obliterating demonic forces and their influences, since doing so reduces the availability of knowledge.

Organization

The Black Cult's chapter houses keep in touch with each other through both magical and mundane means. Individual chapter houses vary in size and often have very focused agendas, but all recognize the importance of working together for the order's ultimate purpose: to collect information on demons and the Abyss. Members who cannot put their other motivations aside to fulfill this purpose might find themselves ousted, or worse. The Black Cult of Ahm does not like having former members, and even the most charitable readers take exception to allowing nonmembers to know the cult's secrets.

The leader of a chapter house is called a reader. This individual has advanced high enough in the organization to read some of the original *Black Scrolls of Ahm*, and he might even have a few in his possession. Readers can be of any race or class, though wizards, clerics, bards, and members of other classes with scholarly aspirations are the most likely to become readers.

The chapter's Library House is the site that holds its ancient texts, new writings, and collections of weapons and demonic relics. This structure might double as the meeting place for the chapter if it can be reached secretly. Each reader swears to die before allowing the contents of his Library House to fall into the hands of demons or demonic servants. The status of a reader (and by extension, his chapter house) depends primarily on the extent of the library he maintains.

A reader with an extensive library full of recently acquired tomes and other demonic items usually commands more respect from other Black Cultists than one with a small or limited collection.

Black monitors are experienced cultists who protect the Library House. Some live in its secret chambers, while others take up residence in the surrounding communities. On occasion, a black monitor might undertake an extended quest on behalf of the Black Cult of Ahm. Such a mission might involve serving as a bodyguard or recovering a particular item, or it could be a theft or assassination. Adventuring members who gain the rank of Black Monitor can still engage in freelance questing, but only if they work for a well-protected Library House, or one that has little left to protect.

Scribes translate and compile writings and author new materials for the Library House. Any member can perform the duties of a lesser scribe—namely, collecting and compiling rumors, reports, and news from field reports. Greater scribes, however, generally work with their chapter's reader to add confirmed knowledge to the library's sacred tomes. While only readers have unlimited access to the chapter's secret tomes (and those of other chapter houses), greater scribes can usually gain access to some of them in the performance of their duties.

Seekers (also called seekers of knowledge) collect the lore that the scribes transcribe and the black monitors protect. The arms and legs of the cult, seekers gain influence by bringing back knowledge and items that are useful to the chapter and the organization as a whole. Of all the Black Cult's members, seekers have the most contact with the outside world—and with demons. A seeker is entitled to all the benefits of order membership, and many take great advantage of that fact, becoming wealthy and powerful while collecting knowledge for their readers. But despite their importance to the order, they do not gain the trust of the cult's leadership easily.

Since seekers spend so much time outside the influence of the chapter house, the Black Cultists constantly question the loyalty of these special operatives. In fact, other members of the order begin to look askance at seekers who remain in that hazardous position too long, and they are especially suspicious of those who refuse promotions. The senior members of a chapter house know that their seekers regularly risk their lives and their very souls confronting fiends that have the power to kill them and possess their bodies, and that not all can triumph over such opposition. Thus, they worry that adventurous seekers take too many chances with the Black Cult's secrets, and that one day, the intelligence behind a seeker's face might not be his own.

The seeker initiate is the lowest-ranked member of the order. In truth, he is little more than a hireling. Seeker initiates must prove themselves time and time again before gaining full admission to the order.

NPC Reactions

The Black Cult does not advertise its presence in the cities or towns where its archives and meeting houses are located. In large part, this secrecy stems from the fear that demons or those who serve demonic forces might wish to steal or destroy the cult's accumulated lore. In all fairness, however, the willingness of the Black Cultists to pursue demonic knowledge at any cost tends to make the order less than welcome in most population centers. Still, some local potentates find the Black Cult's knowledge (and the power it brings) most useful, so the Disciples of Ahm have found homes in a surprising number of countries.

Black Cult of Ahm Organizational Chart

Rank	Details
Reader	Highest rank within a chapter house. Readers can have different ranks within Black Cult as a whole.
Black monitor	Guardian of the Library House and enforcer for the chapter's reader.
Greater scribe	On a par with the black monitor. Reviews and compiles authenticated lore.
Lesser scribe	Transcribes notes and knowledge coming in from the outside world.
Seeker	Gathers lore and items; on a par with the lesser scribe. Entitled to full benefits of membership.
Seeker initiate	Probationary member; gains some benefits (reader's discretion). Collects information and items for the Library House.

Members of the cult often display secret signs about their persons and mark their guildhouses with difficult-to-detect symbols to facilitate contact with other members. Even so, traveling Disciples of Ahm must often submit to extremely careful screenings before they are granted admission to local guild dwellings.

BLACK CULT OF AHM LORE

Characters with ranks in Knowledge (arcana) or Knowledge (the planes) can research the Black Cult of Ahm to learn more about it. Many of the more scholarly bards also know about the exploits of Tulket nor Ahm and his followers. Thus, a bardic knowledge check reveals the same information, but each of the DCs given below is reduced by 5 for this check. When a character makes a successful skill check, read or paraphrase the following, including the information from lower DCs.

DC 15: Some explorers of the Abyss belong to a secret organization dedicated to the study of demonic forces. This organization studies demons and their ways. It is known by many names.

DC 20: The name by which its members know it is the Black Cult of Ahm, after Tulket nor Ahm, the first to record demonic lore for future study and use.

DC 25: The Black Cult of Ahm studies demons in order to prevent them from gaining a foothold on the Material Plane. It includes members with differing moral and ethical views.

DC 30: The Black Cult of Ahm guards one of the largest collections of demonic lore and Abyssal artifacts in the multiverse.

BLACK CULTISTS IN THE GAME

Most of the time, the Black Cult of Ahm operates as a secret organization because of its somewhat sinister reputation. A few chapter houses, however, manage to operate openly, by virtue of either a more innocuous public name or the patronage of a powerful individual. For the most part, its members watch for evidence of demonic activity and keep a watchful eye on those who respond to it.

Membership in the cult lets PCs gain a higher degree of knowledge about fiends and their ilk within the campaign world and puts them in a better position to triumph over such forces. In this way, the cult provides a perfect venue for characters who enjoy supporting the cause of good from the edge of society rather than from the mainstream.

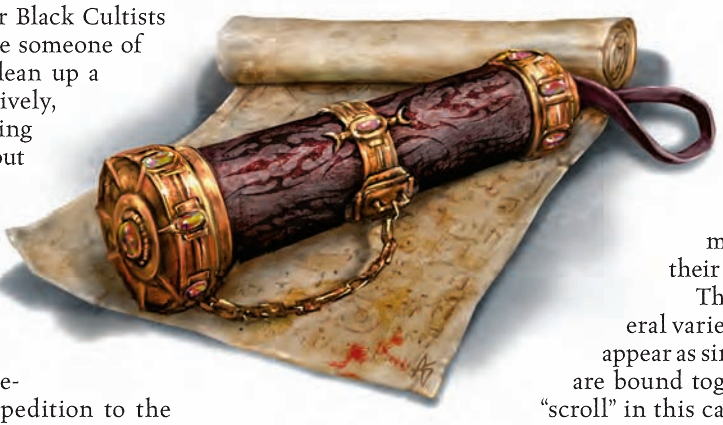
When designing a campaign featuring the Black Cult of Ahm, make demons and Abyssal forces the PCs' primary opponents. Tailor your adventures to provide plenty of opportunities for characters to acquire knowledge that they can turn over to the Black Cult in return for status and favors. Investigative missions are as important as combat-oriented ones, allowing for richness and diversity in the campaign. Alternatively, the Black Cult could serve as a shadowy adversary, competing with the PCs in missions involving the destruction of demons.

Adaptation

The Black Cult of Ahm is demon-focused, but it could just as easily focus on some other group of evil beings, such as devils. Alternatively, you could convert the organization to an evil-based group that seeks to prevent angelic interference on the Material Plane.

Encounters

The PCs might encounter Black Cultists while on a mission to free someone of demonic possession or clean up a corrupted site. Alternatively, they could receive a warning from a black monitor about interfering with the cult's activities. Two sample encounters involving the Black Cult of Ahm are given below:



The Black Scrolls of Ahm

Illus. by A. Stokes

EL 4: The Black Cult learns that the PCs are preparing for a perilous expedition to the Abyss. Two of its members, Seeker Hazel Mordani and Seeker Jerstil Faraxion, contact the PCs in the hopes of joining them on their quest. The seekers wish to study demons up close and prove the veracity of a *Black Scroll* they recently obtained from a dubious source. There's a chance that the *Black Scroll* is a forgery, but the source claims to have several more, so the Black Cult feels it's important to check them out. Shortly after arriving on the Abyss, Jerstil is possessed by a guecubu demon (see page 41) that does everything in its power to confound the party's efforts and lead them into peril.

EL Varies: The characters come into possession of one of the *Black Scrolls of Ahm*. After they use it once or twice, word of the scroll reaches the ears of a Black Cult seeker initiate named Taryn Corrain who hopes to increase her status within the organization. She hires a pair of gnome rogues named Gwynzar and Kezylrune to steal the *Black Scroll* and deliver it to her under the branches of an old tree outside of town. Unknown to Taryn, the gnomes work for a local thieves guild that includes one or more half-demon members. If the rogues succeed in absconding with the *Black Scroll*, they deliver it to their secret guildhall instead of to poor Taryn, who spends the better part of a night standing alone under a tree. Eventually, Taryn realizes that she has been betrayed, contacts the PCs, and offers to help them get the scroll back.

THE BLACK SCROLLS OF AHM

The Black Cult of Ahm has gained access to several artifacts tied to demons. These artifacts are hidden away in well-guarded chapter houses or entrusted to the care of the organization's most honored members, and for good reason.

These sources of demonic lore contain more than just information about fiends and the Abyss. Over the centuries since Ahm's disappearance, his scrolls and some of those written by his disciples have grown in power, becoming major or minor artifacts in their own right. Each contains lore pertaining to the Abyss, demons, and other related subjects, and many convey mysterious powers to their wielders as well.

The *Black Scrolls of Ahm* consist of hundreds of individual writings. Those noted as minor artifacts are not unique—several copies of these pages, tomes, or scrolls appear on almost every plane, though even those with the same names might cover slightly different topics of demonic lore. *Black Scrolls of Ahm* designated as major artifacts are unique—no more than one of each exists.

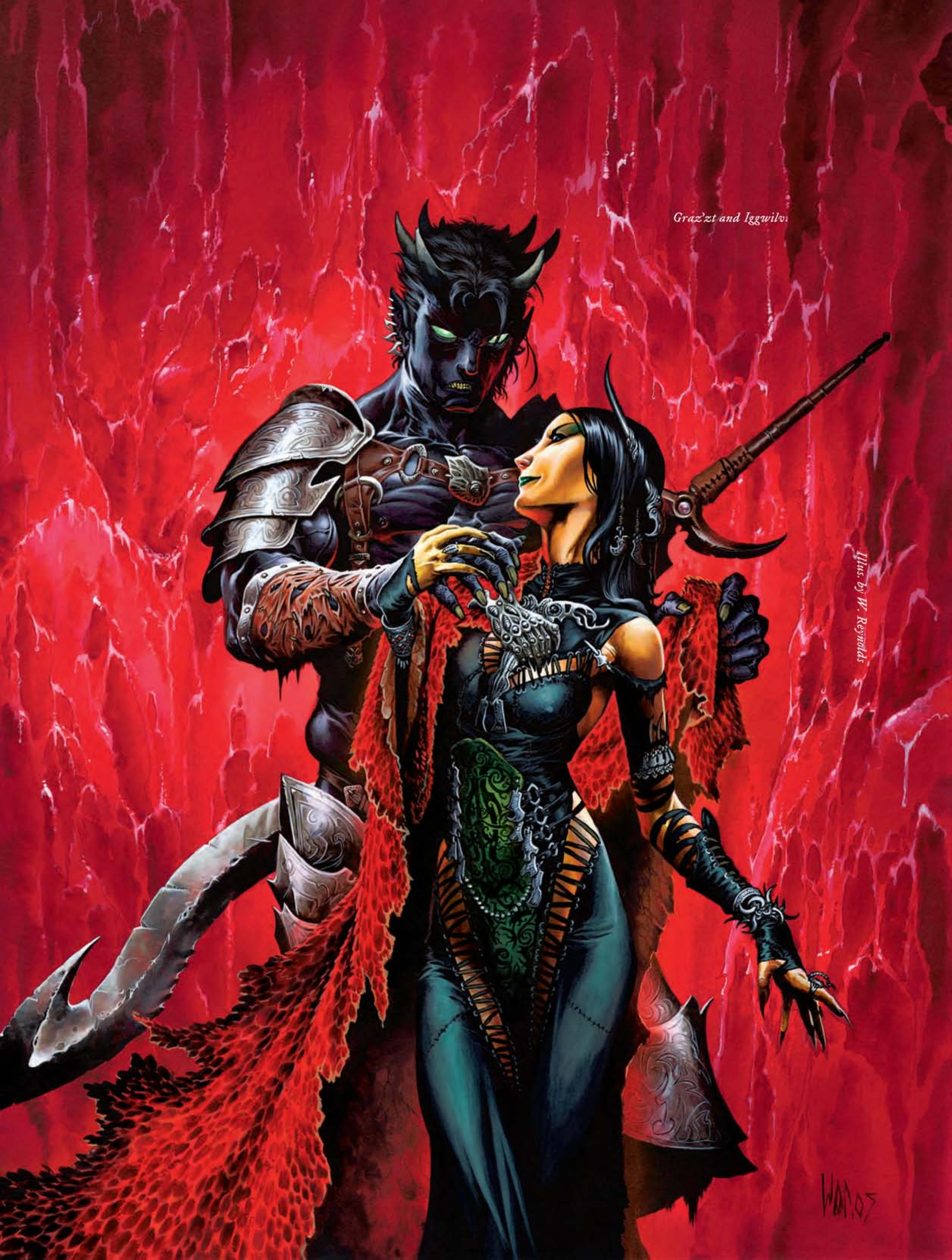
Each minor artifact conveys one or more skill bonuses to its possessor and allows him to use a specific lesser power. The major artifacts also convey skill bonuses, but they make multiple powers available to their owners.

The *Black Scrolls* come in several varieties, as given below. Some appear as singular scrolls, while others are bound together in books. The term "scroll" in this case could apply to a collection of scrolls. Regardless of its appearance, every *Black Scroll of Ahm* has certain characteristics, many of which provide benefits to its possessor, as enumerated here.

1. The possessor gains a circumstance bonus on Knowledge (the planes) checks. Each scroll conveys its own bonus, but they do not stack in the normal fashion. A character who possesses more than one kind of scroll gains the highest bonus, plus 1 point for each additional scroll successfully studied. A character who possesses multiple copies of any of the minor artifact scrolls gains this bonus only once per type. For example, a character who possesses two copies of the *transcriptions of Ergon* and one copy of the *black writings* gains a +3 bonus for one copy of the *transcriptions* and an additional +1 bonus for the *black writings*. The second copy of the *transcriptions* imparts no additional bonus.

2. Each use of a scroll's lesser power has a cumulative 1% chance of summoning a fiend associated with the scroll. The summoning has the same caster level as the scroll. The fiend attacks the user in an attempt to destroy him and take the scroll. This cumulative chance cannot be reset unless the scroll actually disappears from the presence of the fiend (see below).

3. Each use of a scroll's greater power has a cumulative 5% chance of summoning a fiend associated with the scroll. This chance stacks with the chance imparted by the use

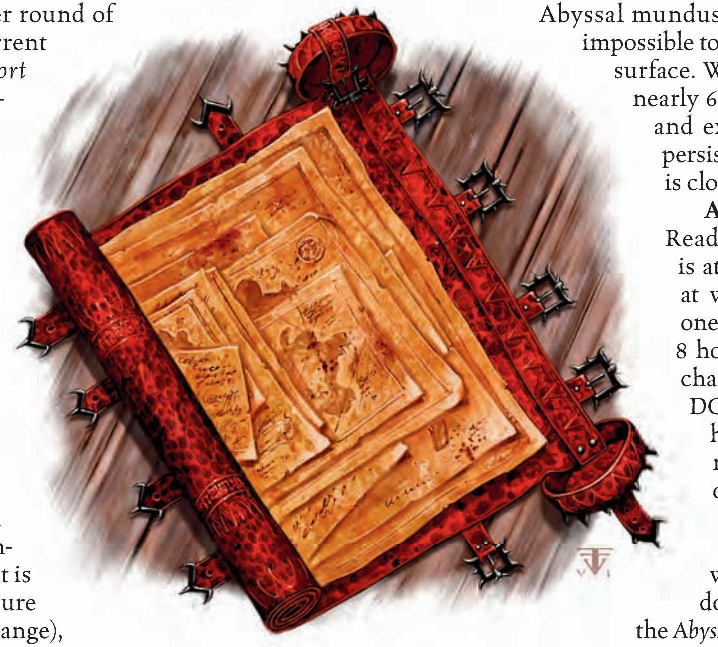


Graz'zt and Iggwilv

Illus. by W. Reynolds

of a lesser power, and the fiend acts in the same way. Each scroll has only one cumulative chance to summon an associated fiend—the sum of the chances invoked by use of its lesser and greater powers. Thus, a character who uses a lesser power of the *Abyssal Mundus* three times and then uses a greater power once has an 8% chance of accidentally summoning a fiend. If that character uses another lesser power, the chance becomes 9%. If the different powers summon different kinds of fiends, the fiend that appears is the one associated with the power that actually triggered the summoning.

4. The magic imbued in each scroll drives it to hide itself from demonkind. When within 30 feet of any creature native to the Abyss, each *Black Scroll* has a 10% cumulative chance per round of moving away from its current location by means of *teleport* or *plane shift*. The DM decides which spell effect the scroll uses and where it goes. Spells and effects similar to *dimensional anchor* can be used to stop a scroll from disappearing. (The scroll has a touch AC of 10 for the purpose of the *dimensional anchor*'s ranged touch attack.) When such a barrier effect ends or is dispelled, the scroll immediately disappears unless the creature that triggered the disappearance is no longer present. Once the threat is removed (because the creature is dead, departed, or out of range), the chance of the scroll departing resets to 0%.



The Abyssal Mundus

Illus. by F. Vohwinkel

5. Once a scroll has used its ability to escape a demon (whether it was successful or not), the chance of it summoning a fiend again resets to 0% and remains there until the next time one of its powers is activated. At that point, the cumulative chance begins increasing all over again.

6. Should a creature of the Abyss gain possession of a *Black Scroll of Ahm*, the scroll loses its ability to transport itself, as well as all its other powers. A demon that obtains any *Black Scroll of Ahm* immediately attempts to return to the Abyss with the item in its possession.

7. As brittle and ancient as the *Black Scrolls of Ahm* appear, each is an artifact and thus nearly indestructible. The one method of destruction known to work without fail is immersion in the black pools of the Abyss. Immersion in this soup of chaos and evil for 1 hour utterly destroys any *Black Scroll of Ahm*. Any demon that recovers a *Black Scroll* and returns to the Abyss with it is likely to turn the item over to its immediate overlord (often a marilith or balor, or possibly a demon prince if the scroll bearer is high enough in rank). That creature then invariably attempts to destroy the artifact at its earliest opportunity. Still, this interval might provide enough time for a rescue party to reach the Abyss.

Abyssal Mundus (Major Artifact)

Tulket nor Ahm explored the Abyss as no mortal has before or since, and the guide that he created to its ever-changing layers is called the *Abyssal Mundus*. This maddening tome contains geographic information on many layers of the Abyss. It outlines the dangers of these locations and even specifies a few spots that are relatively safe for the most part—but not all the time. Even though it was built as a guide to the Abyss, the *Abyssal Mundus* still tries to *plane shift* away from it upon entry, like all the other *Black Scrolls of Ahm*.

Description: The outside of this large and cumbersome book looks similar to a seafarer's rudder. Made up entirely of large, loose scrolls and cartographer's sheets, the Abyssal mundus is unwieldy and almost impossible to hold open except on a flat surface. When opened, it measures nearly 6 feet long and 4 feet wide and exudes a putrid odor that persists for hours after the book is closed or moved.

Activation (Skill Bonus): Reading the *Abyssal Mundus* is at best a difficult task, and at worst a mind-threatening one. After studying it at least 8 hours per day for a week, a character must succeed on a DC 26 Will save. If he fails, he becomes extremely paranoid and takes a –2 penalty on attack rolls, saving throws, skill checks, and ability checks for the next week. During that time, he does not willingly approach the *Abyssal Mundus*, and in fact flees from it as if frightened (*DMG* 300) if brought within 10 feet of it. With a successful saving throw, the character gains enormous understanding of the Abyss—specifically, a +10 circumstance bonus on Knowledge (the planes) checks regarding the Abyss or demons and a +10 circumstance bonus on Survival checks while on the Abyss. These bonuses last for one year after the character reads the *Abyssal Mundus*. He might attempt to renew his understanding of the tome (and the bonuses) at any time, but if he fails the saving throw, he loses all prior bonuses and must start again after enduring the requisite week of paranoia and fear.

Activation (Lesser Power): By laying open the book, selecting a particular layer of the Abyss, and specifying a time period (a minute, an hour, a day, or any other desired interval), the possessor can use *plane shift* as the spell (but only on willing creatures). Beneficiaries of the spell immediately travel to the Abyssal layer specified and remain there for the declared interval. Once this duration has expired, the affected creatures instantly return to their point of origin unless they are slain or detained by magic. A blocking spell such as *dimensional anchor* delays the return effect until the duration expires, at which time the target immediately returns. A character who dies on the Abyss, however, is not returned to his starting point at all unless another affected character is carrying or touching his body at the designated return time.

Activation (Lesser Power): Once per day, the possessor of the *Abyssal Mundus* can use *greater teleport* (CL 27th).

Activation (Greater Power): Once per week, the possessor of the *Abyssal Mundus* can use it to call a demon using a gate spell. The artifact's caster level is used to invoke this spell and control the demon, and as long as the creature remains controlled, the artifact does not try to escape its presence. The demon stays until destroyed or banished, or until the possessor of the artifact dismisses it from his service. If it is not sent back to the Abyss upon its release, the demon becomes uncontrolled but remains on the plane to which it was called.

Associated Demon: Use of either lesser power of the *Abyssal Mundus* can cause 1d4+1 nalfeshnees to appear. These creatures immediately attempt to destroy the wielder, retrieve the artifact, and return with it to the Abyss. Use of the artifact's greater power might not only turn the gated demon against the user but also call forth a marilith and 1d4 hezrous to retrieve the artifact. Since the associated demons are called, not summoned, they can attempt to summon reinforcements should they so choose. If one of the demons gains possession of the *Abyssal Mundus*, it endeavors to return with it to the Abyss while its companions remain to destroy the former owner and wreak havoc on his plane of existence.

Aura/Caster Level: Overpowering conjuration; CL 27th.

Weight: 15 lb.

Black Writings (Minor Artifact)

Reputed to contain some of Tulket nor Ahm's earliest notes on the nature of the Abyss, this small book survived his destruction because it was simply too unimportant for the master of demon lore to keep by his side. Still, the *black writings* must have had some value to Ahm, since they do possess some remnant of his power.

Description: This small, black tome appears unremarkable except for the preserved eyeball pressed into its front cover. The eye opens and shuts of its own accord, and when the book is closed, the eye tracks movement within its view whenever it is open.

Activation (Skill Bonus): Study of the *black writings* for 8 continuous hours grants the possessor a +2 circumstance bonus on Knowledge (the planes) checks, and a +5 circumstance bonus on Bluff and Sense Motive checks made against creatures native to the Abyss. To retain these bonuses, the reader must spend at least 1 hour per week refreshing that knowledge. Skipping this additional study immediately negates the bonuses, and the reader must start all over again.

Activation (Lesser Power): By holding the book up to her face with the eye outward, the possessor can peer through it and, as a standard action, cause a 60-foot cone of dim, yellow light to shine forth from the cover. Anyone looking at a creature or object caught in the cone's light sees it as if affected by a *true seeing* spell. This effect lasts as long as the user holds the book up to her face, but the cone can be turned in any direction. Creatures or objects no longer in the cone's field appear as they did before the effect revealed their true natures.

Associated Demon: Using the lesser power of the *black writings* causes 1d4+1 succubi to appear. These creatures attempt to destroy the wielder, retrieve the artifact, and return with it to the Abyss. Unlike other demons summoned to capture the *Black Scrolls*, however, the succubi might not appear immediately, or even near the possessor. Instead, they appear somewhere within a half-mile radius of the owner and up to an hour after the *black writings* call to them, at the DM's discretion.

Aura/Caster Level: Overpowering divination; CL 24th.

Weight: 3 lb.

Rubric of Tulket nor Ahm (Minor Artifact)

One of the great loremaster's most prized possessions was the *rubric of Tulket nor Ahm*, a collection of loose pages containing the names of specific kinds of fiends, plus a few incantations relating to them. This information provides the possessor with a potent weapon against certain demons.

Description: Each page of the *rubric* is inscribed on the tanned hide of a vanquished demon and must be discovered separately. At least four different kinds of *rubric* pages exist, each keyed to a different kind of demon. The four kinds of pages all have the same powers, but they look slightly different, as noted below.

- *Hezrou Rubric:* Greenish-gray in color, this page is a piece of leathery parchment that is always coated with a light film of slime.
- *Glabrezu Rubric:* This page is deep russet in color, with rough and spiky edges.
- *Bulezau Rubric:* This sickly yellow parchment has dried, jagged scabs crisscrossing it.
- *Goristro Rubric:* Tufts of bristly hair sprout from the corners of this thick scrap of black, leathery parchment.

The Black Cultists believe that a specific kind of *rubric* page exists for each kind of demon; they simply have not yet discovered them all. They also believe that Tulket nor Ahm created a *rubric* page for one of the demon princes (no one knows which), and that this action was what finally caused the fiends to hunt down and destroy him. If that page does exist, it is undoubtedly a major artifact and could convey more special powers to its possessor than the other pages do.

Activation (Skill Bonus): Studying any single *rubric* page for 10 minutes grants the reader a +1 circumstance bonus on Knowledge (the planes) checks, but he must keep the page on his person to retain the bonus. This bonus increases to +5 for Knowledge (the planes) checks directly related to the kind of demon to which the rubric page is keyed. So if the owner of a *hezrou rubric* makes a Knowledge (the planes) check regarding hezrou, he gains the larger bonus.

Activation (Lesser Power): Anyone who spends a full round reading aloud from a page of the *rubric of Tulket nor Ahm* gains a +4 bonus on saves made against effects generated by demons of any kind. In addition, the caster level for all his spells, spell-like abilities, and supernatural abilities increases by 4 when he uses them against demons.

These bonuses last for 1 hour and can be renewed (as a full-round action) as often as necessary. Each such renewal counts as a new activation of this lesser power.

Activation (Lesser Power): Each *rubric* page possesses a second lesser power keyed to the specific kind of demon named in it. The owner of a *rubric* page can employ both lesser powers at the same time, though each requires a separate activation.

- *Hezrou Rubric:* The possessor can use *gaseous form* up to three times per day as a standard action. Each use counts as a single activation of this lesser power. The effect can be dismissed as a free action.
- *Glabrezu Rubric:* The user gains a +10 bonus to his natural armor for 10 rounds. However, the effect also causes his skin to appear spiked, dark, and pitted, imposing a –2 penalty to his Charisma. The effect can be dismissed as a free action.
- *Bulezau Rubric:* Whenever the possessor enters a rage or frenzy, she gains an additional +2 bonus to Strength and +2 bonus to Constitution.
- *Goristro Rubric:* For 1 hour, the possessor gains 2 temporary hit points per character level and the supernatural ability to see invisible creatures, as the *see invisibility* spell.

Associated Demon: Using either lesser power of the *rubric of Tulket nor Ahm* causes 1d4+1 demons of the same kind as the *rubric* page describes to appear. These creatures immediately attempt to destroy the wielder, retrieve the artifact, and return with it to the Abyss.

Aura/Caster Level: Overpowering transformation; CL 25th.

Weight: 1 lb.

Transcriptions of Ergon (Minor Artifact)

Much of the lore of Tulket nor Ahm that was thought to be lost after his destruction was actually collected in these writings. Rumored to be Ahm's own apprentice, Ergon assembled most of this material from memory and from fragments of parchment scattered about the ruins of Ahm's tower. Several *transcriptions of Ergon* have survived over the centuries.

Description: Each copy of the *transcriptions of Ergon* is a collection of fragmented notes and stories compiled in some semblance of chronological order and annotated by Ergon. Different copies might contain slightly different information, seemingly written in different hands, but all true *transcriptions* bear the mark of their author. Each copy of the transcriptions is packaged in a simple case made of brown leather.

Activation (Skill Bonus): To gain the +3 circumstance bonus on Knowledge (the planes) checks conveyed by the *transcriptions of Ergon*, a character must spend at least 8 hours reading the scrolls, plus another hour every week refreshing her knowledge. She need not carry the *transcriptions* with her to gain this continuous benefit. However, if she ever skips her 1-hour "refresher" with the scrolls (even by as much as a moment), she must study the parchments for the full 8 hours again to reactivate the bonus.

Activation (Lesser Power): By holding the *transcriptions of Ergon* in one hand and speaking aloud an incantation written into the text, the wielder creates an improved *forcecage* effect around a target as an attack action. In addition to imprisoning the target creature as noted in the spell description, the cage impairs use of the *teleport* and *greater teleport* spells. Any creature that attempts to flee the *forcecage* using one of these spells must succeed on a level check against the caster level of the artifact (CL 21st) or remain imprisoned. A creature that fails such a check may not attempt the same means of escape again for 10 minutes. (Thus, a creature with both *teleport* and *greater teleport* can try each spell once in a 10-minute period.)

Associated Demon: Use of the *transcriptions'* lesser power causes 1d4+1 vrocks to appear. They attempt to slay the owner, capture the artifact, and return with it to the Abyss.

Aura/Caster Level: Overpowering evocation and divination; CL 21st.

Weight: 5 lb.

ADDITIONAL BLACK SCROLLS

According to legend, dozens—perhaps even hundreds—of *Black Scrolls of Ahm* could exist throughout the planes. Many of these scrolls contain little or no magical energy, but collectors and scholars prize them nonetheless. However, it stands to reason that some of these other *Black Scrolls of Ahm* do possess artifact-level power, and that they probably function similarly to the ones described here.

Some of the Black Cult of Ahm's senior readers believe that possession of multiple copies of *Black Scrolls* that have artifact-level power might increase the benefits of each. However, the Black Cultists remain cautious about pursuing this theory because some suspect that owning multiple copies of individual *Black Scrolls* might increase the likelihood of summoning vengeful demons. Still, some do not hesitate to take that risk.

BEHIND THE CURTAIN: ARTIFACTS IN YOUR GAME

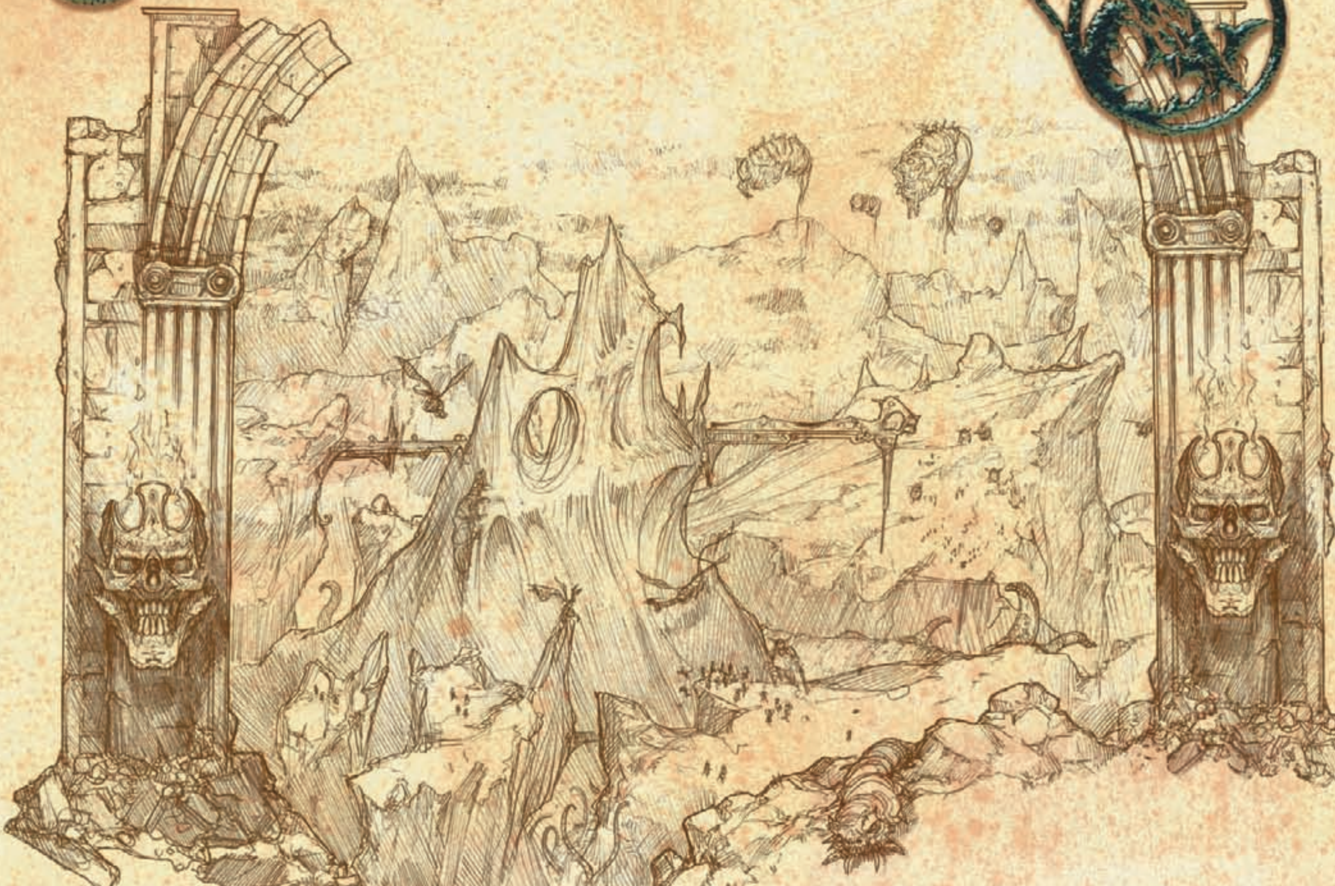
Artifacts, which are typically rare and often campaign-specific, might not normally appear in your game. However, you might well find those provided in this section, plus a few from other sources, quite useful in a demonic campaign. In particular, the *Black Scrolls of Ahm*, the *book of vile darkness (DMG 277)*, and other such items could be just the tools your PCs need to survive battles with the demons that stand against them.

The *Black Scrolls of Ahm* are good choices for introducing artifacts into a campaign that has not previously offered any because they include their own control system. Enchanted to disappear under the right circumstances, these artifacts seldom last very long in play. They typically make brief appearances, convey useful bonuses and knowledge, and then disappear during a battle with fiends from the Abyss.

Of course, use of such artifacts might just prolong the inevitable—or even hasten it along. Nobody said demonic lore was safe.

INTO THE ABYSS

CHAPTER FIVE



Illus. by A. Swekel

The Infinite Layers of the Abyss are the physical manifestation of chaos and evil, the murderous, unpredictable underbelly of the multiverse. Each layer is a unique microcosm of terror. On one, geysers of scalding steam flow from tumorous, fleshy plains to roiling skies of turbid clouds heavy with spoiled pus. On another, what appears to be an idyllic forest dappled with a fresh sunrise instead crawls with chameleon killers and cunning, razor-branched creepers. Each layer presents a different face, but one truth remains constant. The Abyss itself works to destroy its inhabitants with a passion and tenacity that might best be described as sentient.

Certain creatures manage to thrive in the Abyss, relying upon a combination of toughness and guile to survive the rigors of the plane. Some are the corrupted souls of chaotic evil mortals, while others are spawned from the fabric of the Abyss itself. They have many names, but on the Material Plane they are known by one name: demons.

Immoral spellcasters often summon demons from the Abyss to commit atrocities or perform vile services. Such transactions usually require conjuration spells, tense deliberations, and a few seconds of uncertainty as the spells run their course. Devotees go to great trouble to protect themselves from their conjured servants, inscribing intricate calling diagrams and learning the fiends' truenames before daring to invoke such otherworldly entities. On the Abyss, mortals are the outsiders. The horrid, gibbering creatures that dance to the whim of conjurers at home are on familiar ground in the Abyss, and their numbers are endless. In the Abyss, demons do not serve mortals. They eat, enslave, and corrupt them.

By a trick of magical force, personality, and intractable will, a particularly powerful demon can entice or enslave a layer of the Abyss to its will, shaping it into a pleasing form that mirrors the demon's dark nature. Such a creature becomes nearly as powerful as a god, achieving a status akin to nobility among its peers. The fortified layers of these demon lords form the principal battlegrounds of their less powerful minions, for the lords of the Abyss constantly scheme and war against each other. Some of the most arrogant lords fancy themselves demon princes, but these self-proclaimed honors mean almost nothing in the Abyss, where demons maintain power only as long as they can keep it.

The Fraternity of Order, a law-minded faction formerly based in the portal-rich planar city of Sigil, long ago established an official catalogue of discovered Abyssal layers. Cenobites loyal to the order constantly update and expand upon illuminated compendia of notes and legends about these places, selling the works in Sigil marketplaces to fund order-sponsored expeditions to the Abyss. Some few of these volumes eventually make their way to the Material Plane, and thence into the hands of vile spellcasters or wicked cultists who treat them as inspirational reading or maps to unthinkable power.

A layer's number depends wholly upon when its discovery was noted by the Fraternity of Order and does not imply a spatial relationship with "lower" or "higher" layers. The "deepest" layers of the Abyss are those that lack a connection to Pazunia, the first layer of the Abyss (so designated because it is the only layer coterminous with the Astral Plane and hence the Material Plane and the other Outer Planes).

For numerological reasons, many scholars believe the number of "infinite" Abyssal layers to equal 666, but at the current rate of discovery it seems likely that there are many more.

A HISTORY OF THE ABYSS

In the Age before Ages, eons before the rise of mortals, the obyriths ruled the Abyss. Of all the beings of creation, they alone possessed the cunning and natural defenses to survive within the harsh, seemingly infinite realm of utter chaos and evil. In those days, when the multiverse was young and the deeper layers of the Abyss still shuddered with the aftershocks of creation, the obyriths clustered upon the uppermost layer, the Plain of Infinite Portals, where they ruled the barren landscape from mighty iron fortresses situated on the rims of great chasms leading to the lower layers. They plumbed those layers carefully, seldom staying long before returning to their citadels to make war with each other or engage in profane surgeries and rites meant to create life in their blasphemous image.

The obyriths' most numerous creations, the tanar'ri, served in their masters' armies and at their decadent feasts, but there were other subordinate races as well. The croaking, cackling lords of the iron fortresses required a constant supply of servitor demons to protect themselves and to seize the domains and secrets of the neighboring obyrith. The vast breeding pits of the sibriex obyriths writhed with nascent life, and every generation brought new innovation and depravity.

The squabbling of the obyriths was but a fragment of a much larger narrative, for the era of the Age before Ages was a time of war, where the first conflicts between law and chaos had boiled over from the Inner Planes into the still-forming Outer and the Material Planes.

Key to this primal conflict was a brazen obyrith lord named the Queen of Chaos, who cowed most of her rivals under her banner, driving defiant lords to the lowest depths of the uncharted Abyss. The Queen marshaled even the tanar'ri to her side by elevating her most trusted servitor and consort, the powerful tanar'ri lord Miska the Wolf-Spider, to the rank of "Prince of Demons," naming him first among his kind in the almighty eyes of the obyriths.

This force in tow, the Queen and her headman took the field on the side of chaos, tipping the conflict against law. The savagery of Miska's demonic hordes brought huge gains in territory and converts, particularly in the Material Plane. World after world fell under the Queen's dominion, and with each victory that which was once immutable became fluid; laws of nature became half-forgotten memories from a saner time. Chaos ascended, and the Abyss ascended with it.

The Upheaval

Eons of conflict finally shuddered to a stalemate on the Material Plane world of Oerth, a place rich in magic and untapped possibilities. There, on the Field of Pesh in the shadow of a great volcano called White Plume Mountain, Miska the Wolf-Spider fell in battle to the Wind Dukes of Aaqa, lawful creatures of elemental air. These scions of an ancient empire that spanned worlds employed the Rod of Seven Parts to trap Miska in an extradimensional prison on Pandemonium, robbing the Queen of Chaos of her most powerful ally and the guarantor of tanar'ric cooperation. The legend of the defeat and the potent artifact that engendered it spread quickly throughout the Great Wheel, forever changing the nature of the conflict.

Back on the Plain of Infinite Portals, the obyrith alliance fractured, and the Queen herself retreated to the lower depths of the Abyss, seeking refuge in a reeking morass called the Steaming Fen. Sensing weakness, the Queen's enemies struck out. From the heights of Arborea, Faerie Queen Morwel of the eladrin Court of Stars ordered her ghaele knight legions to launch a devastating raid upon the Plain of Infinite Portals. The obyrith lords struggled to maintain their fortresses against these attacks, but they and their demonic thralls died in their thousands, and not only at the hands of the eladrins. For at this moment, the treacherous tanar'ri exploded in open revolt, overthrowing their masters even as the sky swarmed with flying celestials in gleaming golden armor. The eladrin host cared little of differences between obyrith and tanar'ri, and slew all of them with impunity. Demons of all varieties fled down the numerous pits and into the bowels of the Abyss and an infinity of hostile climes.

Some vanished forever, swallowed by eldritch voids or slain by fellow refugees. Others thrived, managing to bend whole layers of the plane to their wills. The tanar'ri especially excelled in coaxing a sort of symbiotic relationship with the Abyss, and while once Miska the Wolf-Spider had been the sole Prince of Demons, now scores of "evolved" tanar'ri squabbled for the title. By the time the tanar'ri reclaimed the Plain of Infinite Portals and purged the few remaining eladrin wardens, there was no question as to who ruled the Abyss.

THE BLOOD WAR

With the retreat of the Queen of Chaos and the scattering of the obyriths, the greater law/chaos conflict collapsed into the awkward stalemate between opposing philosophies that has more or less maintained itself until the current era. But some combatants could not give up the fight, for peace was not in their nature. Long after the planes at large had settled into an uneasy peace, demons and devils continued to destroy each other in vast numbers, their battles touching all of the Lower Planes and devouring countless generations. This conflict eventually became known as the Blood War, and its historical origins in the law/chaos conflict became less important to its participants than its tradition of endless brutality.

While the foot soldiers and generals led the conflict on battlefields throughout the Lower Planes, the domestic front became embroiled in a conflict of its own, as powerful tanar'ri who emerged from the deepest layers of the Abyss as masters of their realms began to squabble over who would assume rulership of all demonkind. At the same time, these tanar'ric scions scoured the whole of the Abyss in search of surviving obyriths, whom they murdered in great numbers in an attempt to erase them utterly from history.

In time it became clear that the tanar'ri were too numerous, too resentful, and too chaotic to unify under a single ruler, so the demons fell upon each other with zeal, initiating a conflict of demon versus demon that is no less brutal than the Blood War, for all its occasional subtlety. It is this conflict that defines the modern Abyss and shapes the lives of its inhabitants.

DENIZENS OF THE ABYSS

Countless evil creatures call the Abyss home, but none in such great numbers as the demons. While a comprehensive list of the inhabitants of the Abyss would be impossible to assemble, the following is an overview of the major inhabitants of the fell plane.

TANAR'RI

The tanar'ri are by far the most numerous demonic race of the Abyss, their legions spilling into nearly every layer of the chaotic plane. They are the evolved souls of chaotic evil mortals, hatched from the reality of the plane itself at the moment of their natural deaths. Despite this origin, most tanar'ri cannot remember (or don't care to remember) their Material Plane origins, and believe themselves to be the superior race in the multiverse.

This perception is paramount to their involvement in the Blood War, a pointless continuation of a conflict that has lasted almost as long as the Great Wheel itself. Tanar'ri generals lead the fight against the hated devils of the Nine Hells, flocking to battlefields on the Lower Planes with the unachievable goal of utterly destroying their enemies.

Many tanar'ri avoid this conflict, preferring instead to focus on accumulating political influence and magical power within the context of the Abyss itself. They do this by subverting layers to their wills and by attracting followers on the Material Plane, who manifest on those layers as petitioner servants when their souls reach the Abyss after death. The most powerful tanar'ri who follow this path are known as demon lords, and their struggles against each other reach nearly every corner of the Abyss. The greatest rivalry is that between Demogorgon, Graz'zt, and Orcus, but upstarts such as Yeenoghu, Malcanthet, Baphomet, and Zuggtmoy refuse to be forgotten, continually plotting against each other and invading the realms of their neighbors.

OBYRITHS

The rusting iron fortresses of the eldest demons crowd the Plain of Infinite Portals, crumbling testaments to a near-forgotten age. Before the first mortal was born, the obyriths ruled the Abyss, and their political ambitions and plots have seldom extended beyond the plane of their origin. Certain blasphemous texts of incalculable antiquity claim that the obyriths and a proto-race of ancient Baatorians were the spawn of a greater fiendish race called the baernoloths, but this unified creation myth enjoys few proponents outside Gehenna and the Gray Waste of Hades.

Today, the obyriths are a defeated force, a dying race shuddering toward extinction. Those who maintain some shred of influence do so by the tacit approval of the tanar'ri (such as Pazuzu and Pale Night) or because they claim extremely remote or inhospitable layers (as in the case of the wretched Obox-ob). Some few obyriths hold out for a return of the Queen of Chaos, but she has not emerged from the Steaming Fen, the 14th layer of the Abyss, since retiring there on the eve of the Upheaval.

LOUMARAS

The loumaras are a relatively new addition to the Abyss, being the byproduct of the plane's attempt to digest the fitful last dreams of a dying pantheon of evil gods. Their greatest concentration is near the Dreaming Gulf, the phantasmagoric 230th layer of the Abyss. To date, the incorporeal loumaras have not ranged far from the layer of their origin and seem more focused on possessing and corrupting mortals of the Material Plane than in engaging in the petty politics of their elder demonic breeds.

Still, in places where mortals thrive in the Abyss, one can find the taint of the bodiless loumaras. Dybbuks seem most attracted to the realms of the demon lords Graz'zt and Malcanthet, since these locales offer the brand of hedonistic pleasures that fuel the creatures' debased appetites. Guecubus infest the great marketplaces of the Abyss—the citadel of Broken Reach on Pazunia, Graz'zt's triple-capital of Zelatar, and Demogorgon's insatiable city of Lemoriax—where they possess visiting mortal merchants and "ride" them back to the Material Plane. More powerful and ambitious loumaras are thought to exist in the depths of the Dreaming Gulf, but few enough have emerged that any demon inquisitor knows exactly what to look for to sniff out interlopers.

MORTALS

Most mortals who come to the Abyss are cultists who serve one of the plane's demonic rulers or powerful arcanists who seek to bind a demon in a magical trap for later exploitation on the Material Plane. The intelligent ones don't stay for long and are conscious of the fact that almost everything else on the plane would love to tear them apart just to feel the blood ooze between their fingers. Perhaps greater numbers come to the Abyss as slaves or chattel, but they seldom last long.

Adventurers and planar explorers flock to the Abyss, for it holds enormous treasure abducted from elsewhere on the Great Wheel or constructed in ancient demonic laboratories. Often these gifts come in the form of weapons or magical artifice, but just as often the mortals seek magic diseases, profane rituals, or time-lost lore remembered only by the fading obyriths.

Many mortals come to the Abyss out of sheer opportunism, hearing the jangle of coins in the deadly marketplaces of vast Abyssal cities. In some of the more civilized burgs a traveler might cut a deal on some magic armor with a canny mercane while negotiating the release of slaves from a cruel neogi taskmaster. Just as the Abyss itself is infinite, its markets are endlessly diverse and brilliantly perverse.

Rarely, a mortal gets the idea into his head that he can redeem the Abyss simply by cleansing it of demons and allowing the goodly forces of the multiverse to do their holy work upon the place. An altruistic paladin general of a vast heroic host is currently waging such a battle on the remote layer of Vallashan, but he is not the first to try at such an impossible goal, and he certainly won't be the last.

Many mortal planars align themselves with a philosophical sect called a faction, as discussed on pages 43–63 of *Planar Handbook*. Several of these factions have an interest in the Abyss:

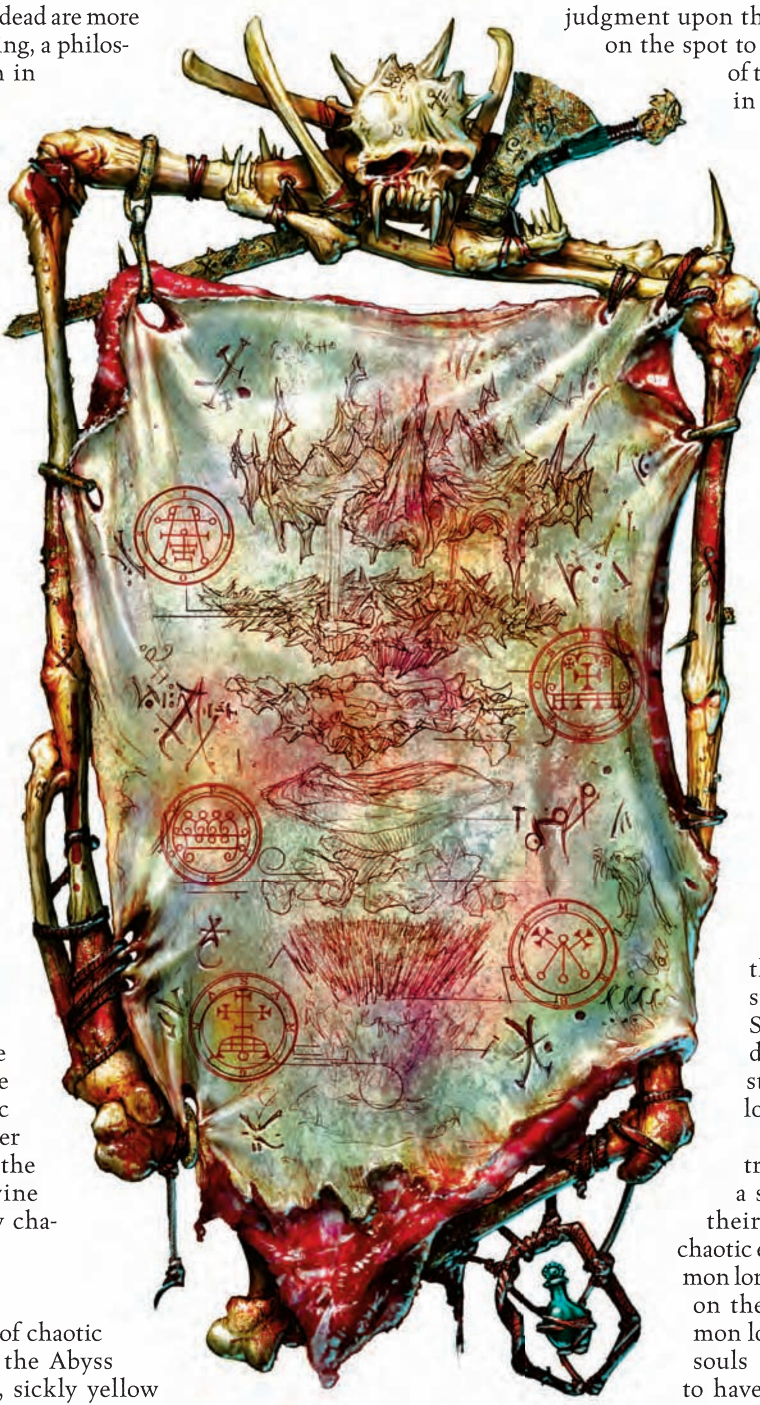
Doomguard: Members of the Doomguard see order in the chaos of the Abyss, mapping the horrors and destruction of the plane while indulging their entropic obsession.

Although they have strongholds on many layers, their greatest influence is in the shipyards of Twelvetrees, where great entropic magic was recently harnessed to create the terrible ships of chaos.

Dustmen: The morose and mordant Dustmen believe that the undead are more truly alive than the living, a philosophy that brings them in significant numbers to Thanatos, realm of Orcus, Demon Prince of Undeath.

Sensates: Adherents to the Society of Sensation believe that the multiverse exists to be experienced. As the Abyss provides infinite experiences of a sort, members of the society often explore its layers in search of new tastes and horizons. Their curiosity often gets the better of them, however, and the pleasure prisons of Azzagrat and Shendilavri swell with Sensates who became too enamored with the decadence and allowed their enthusiasm for the new to become an addiction to ever-deepening depravity.

Xaositects: The chaotic xaositects appreciate the limitless variety of the Abyss and thrill in the grotesque beauty of its impossible vistas. The most esoteric chaosticians of the order study the integrity of the Abyss, hoping to divine the future in its every chaotic evolution.



A map of the Abyss, obviously simplified and incomplete

Illus. by A. Swekel

PETITIONERS

The most pitiful souls of chaotic evil mortals come to the Abyss in the form of larvae, sickly yellow Medium worms with distorted human faces. Demons often devour these creatures as food, destroying them utterly and forever erasing their essence from the multiverse.

By bending the tenuous natural laws of the Abyss, a demon might "promote" a larva into a proper demon such as a quasit, dretch, manes, or rutterkin, while larvae of exceptionally evil pedigree—such as the soul of a great dictator or violent mastermind—might evolve immediately into a much more potent demon. Millennia ago, demons engaged in the Blood War discovered a way to subvert this process, shunting many of the nascent souls to the 400th layer of the Abyss, a place called Woeful Escarand. There a cadre of nalfeshnee called the Lords of Woe pass judgment upon the souls, promoting them on the spot to feed the endless appetite of the oldest ongoing conflict in the multiverse.

Most petitioners in the Abyss manifest as manes, pale white creatures with oozing sores and bloated, maggot-ridden bellies. Manes vaguely resemble their mortal forms, but the shock of the transformation from mortal to petitioner is overwhelming, and the psychic pain is so great that a mane remembers little of its original life except that it has lost something precious, and that sense is enough to drive the creature to violence and madness. The most wicked (and perhaps luckiest) manes who manage to survive the harsh environs of the Abyss often spontaneously evolve into more powerful tanar'ri such as rutterkins or dretches. The most powerful of those often ascend to the ranks of "true" tanar'ri such as vrocks or succubi. Some of the mightiest demon lords in the Abyss started their afterlife as a lowly petitioner.

Demon lords who control a layer of the Abyss have a special relationship with their mortal followers. When chaotic evil worshipers of these demon lords die, their souls manifest on the home layer of their demon lord, usually as manes. The souls of those foolish enough to have entered a demonic pact that promised their soul to the demon lord suffer the same fate. Some demon lords sacrifice a portion of their dedicated souls to maintain a hold on their Abyssal layer, whereas others press them into service in huge armies that defend their holdings from the predations of rival demon lords. The most chaotic and evil of these creatures eventually evolve into greater tanar'ri who serve their demonic liege.

DEITIES

A surprising number of deities and divine creatures call the Abyss home. These entities tend to focus upon the affairs of their mortal worshipers and the petty politics of their personal layers, and most do not press far into the greater Abyss. Petitioners who lived their mortal lives in service to these deities take a form pleasing to their masters and cannot leave the realm of their patron.

Gods resident in the Abyss include the Great Mother, patron of beholders; the mad derro god Diinkarazan; savage Urdlen, gnomish master of greed; and deadly Kali, a destroyer goddess of insatiable appetites. Some of these entities sponsor cults among the unaffiliated petitioners, demons, and mortals of the Abyss, but the demon lords do everything they can to destroy these religions whenever they surface.

GETTING AROUND IN THE ABYSS

The safest way to explore the Abyss is through use of the *astral projection* spell, which allows the caster and his companions to remain on the Material Plane while their astral forms manifest on the Astral and (by way of color pool portals) travel to Pazunia, the first layer of the Abyss. Unfortunately, *astral projection* is a 9th-level spell, putting it well out of reach of most adventuring parties.

Another 9th-level spell, *gate*, creates a temporary portal between two planes, allowing travel between them with a single step. The spell offers perfect precision, although demon lords and deities resident on the Abyss can prevent *gates* from opening in their presence or personal demesnes. *Gate* cannot be used to travel from two locations within a single plane (including from layer to layer).

A far more versatile (and affordable) option is *plane shift*, which allows travel from plane to plane or layer to layer. Without the proper material component (a forked metal rod aligned to a specific layer), all *plane shifts* to the Abyss deposit the caster on a random location upon the Plain of Infinite Portals. Many outsiders can use *plane shift* at will, making them attractive choices for summon monster and planar ally spells for those hoping to travel to (and within) the Abyss.

The following planar pathways offer travel between the layers.

THE ABYSSIAN OCEAN

Deep in the Abyss lies a multilayered ocean that spans oceans, a trackless and bottomless sea thriving with demonic life. The Abyssian Ocean touches upon all the mighty seas and oceans of the infinite plane. When a mangy caravel flying the standard of the Curswallow's Cannibal King ventures too far from the coastline of Yeenoghu's Realm on the 422nd layer of the Abyss, it might suddenly find itself on the clear waters of the Abyssian, breaking waves of fiendish sailfish that flop and writhe breathless on the deck. In Demogorgon's Gaping Maw on the 88th layer, a raft of stitched-together mortals trapped in a sea storm might find itself in trackless seas on the Abyssian for weeks before being pulled into a giant whirlpool that deposits it off the coastline of Shendilavri, on the 570th layer.

No demon lord rules the Abyssian Ocean, and while aquatic sovereigns like Dagon and Demogorgon occasionally travel its waters under special compact, none dare enact any political designs upon the Soulless Sea, for its depths are the domain of the wretched myrmyxicuses, immensely powerful tanar'ri that command respect from even the most arrogant balor. These tentacled, many-horned titans rule from huge floating citadels made of millions of tons of fish skeletons and razor-sharp shells and coral. Thousands of captives crowd the curving hallways and submerged galleries of these palaces, for each myrmyxicus is a great slave master who supplies his charges to battlefields, factories, and arenas throughout the Great Wheel. Captives range from unlucky humans abducted during some Material Plane raid to brash demon lords who dared to challenge the myrmyxicus's dominion.

TABLE 5–1: ABYSSIAN OCEAN ENCOUNTERS

d%	Encounter
01–10	A fiendish whale (*MM* 107, 283) lunges to the surface in an attempt to snatch a quick meal.
11–20	A completely empty ship floats on the Abyssian waters. The crew manifest shows twenty-three crew and passengers, all eerily missing.
21–30	A caravel carrying twenty-five tiefling pirates (*MM* 207) pulls up alongside the PCs' vessel and demands tribute.
31–40	A mangy galleon crewed by 11 emaciated cannibal corsairs from the Curswallow (layer 423) invite the PCs on board and later try to make them a meal.
41–50	Two wastriliths (*Fiend Folio* 54) surface and interrogate the PCs about a fleeing prisoner who escaped from a myrmyxicus citadel.
51–60	Three skulvyns (*Fiend Folio* 54) attempt to badger the PCs out of an item worth at least 2,000 gp as tribute to the "Lords of the Deep."
61–70	A huge garden of floating sea plants seems to offer refuge and perhaps safe eating, but in fact masks the lair of a deadly kelp angler (*Fiend Folio* 112).
71–80	With a DC 15 Spot check, PCs notice the distant splashing of a school of five ichthyosaurs (*Stormwrack* 145). Those who approach risk drawing their ire.
81–90	A pride of five hungry sea cats (*MM* 220) swarms to attack. Four rounds after combat begins, the frothing water and battle snarls attract the attention of a curious fiendish plesiosaur (*Stormwrack* 146 and *MM* 107).
91–95	Five ixitxachitl (*Monster Manual II* 129) proudly ferry a message from Prince Demogorgon to a great myrmyxicus lord. They can't resist attacking good-aligned creatures, but if they are harmed the PCs risk drawing Demogorgon's ire.
96–100	A myrmyxicus (*Fiend Folio* 52) tyrant passes in the water below, trailing a retinue of 1d3+1 wastriliths (*Fiend Folio* 54).

THE GRAND ABYSS

In the early days of the Age before Ages, the obyrith demons sought to explore their home plane by brute force, tunneling deep into the surface of the Plain of Infinite Portals in an attempt to pierce the very heart of the Abyss. The bottomless chasm that resulted from their ancient experimentation revealed countless portals to the deeper Abyss, which the obyriths fortified with great bridges and stone fortresses carved into the wall of the mighty shaft.

Unlike some of the pits pocking Pazunia's surface, the portals of this so-called "Grand Abyss" uniformly allow travel in both directions, making the chasm a primary destination for explorers and a target of opportunity for ambitious demon lords seeking Abyssal layers of their own.

If anyone has ever reached the "bottom" of the Grand Abyss, they have not yet returned with tales of what can be found there. Due to its apparently infinite size, the Fraternity of Order classifies the Grand Abyss as a full-fledged layer of the Abyss, and it is described in detail later in this chapter.

THE INFINITE STAIRCASE

The Infinite Staircase spans all worlds and planes, drawn to sites where intelligent beings have expressed some sort of creative spirit. The expanse ascends into an eternity of hazy darkness, rising to countless landings that each hold a door or doors to someplace else. Although no reliable map of the Staircase exists, travelers can generally figure out the nature of the plane to which a door will lead by examining the physical characteristics of the door's landing. Evil planes tend to be shrouded in cobwebs and shadows, whereas those leading to the Upper Planes generally are quite clean, with architecture reminiscent of their associated locale.

Here and there other staircases come into view, some of which appear to be upside down or at odd angles to the traveler's perspective. All are part of the same massive expanse, which bends and folds in on itself in a manner unperceivable by the traveler but no less real because of it.

The Infinite Staircase touches the Abyss in several locations, usually in cities frequented by mortal or demonic artists and performers. One landing leads to Graz'zt's capital of Zelatar, another to his pleasure city of Samora. Other doors open to Zoragmelok, the seat of Fraz-Urb'luu, and Rivenheart, the sacred fane of Malcanthet. The Staircase generally avoids layers inhabited by brutish, uncivilized demons like Kostchtchie or Baphomet, but as it can lead anywhere, it can take the player characters wherever the campaign needs to go with little difficulty.

The opposite side of a landing door is generally some forgotten doorway in an out-of-the-way area such as a dingy alley or an old storeroom. While the doors work in both directions, most folk who live near the destination have no idea of their proximity to one of the most useful planar pathways in the multiverse.

That said, the Infinite Staircase is not without its dangers. Each day, a character on the stairs risks a 10% chance of an encounter with another traveler. Any creature known in the multiverse might be encountered on the Staircase's flights and landings, and some of these wanderers approach strangers with deep hostility. Characters who fall (or are pushed) off the Staircase plummet 10d% feet before crashing onto a lower landing.

The greatest danger of the Staircase is not strictly a danger at all, although it will cost its victim his life, his friends, and all of his possessions. Those who venture upon the Infinite Staircase alone (and only alone) often discover a previously overlooked thin stairway leading off a main thoroughfare to a simple door. Somehow, the PC knows that what lies beyond that door is his true heart's desire, whatever that might be. In order to resist opening the door and embracing the life beyond, the character must make a successful DC 18 Will save. Those who fail are forever removed from play, having achieved that which they most desired in life. If the save is successful, the PC can ignore the impetus to open the door if the player so wishes. Once a character refuses his heart's desire, the Staircase will never take him there again.

Two kinds of guides can help explorers navigate the stairs. The glorious lillends (*MM* 168) are the caretakers of the Infinite Staircase and can be bargained with to point the way to specific planes, Material worlds, or layers. Because they are outsiders who seldom leave the stairs, however, they have little use for food or material coin, and instead prefer to be paid with a display of creativity such as a compelling story, a joke, or an extemporaneous poem.

An organization of itinerant explorers called the Planewalkers Guild dominates a tent city upon a huge landing connected to several staircases, where they welcome travelers with warm fires and exciting tales of distant lands. Those who gain the trust of an existing member (which is not difficult) and pay an annual fee of 10 gp are allowed into the organization. Members receive a +2 circumstance bonus on saving throws against planar hazards or environmental effects so long as their membership is in good standing. Their fellows can often point out the right path to any given plane, and also offer succor at guildhouses situated throughout the Great Wheel.

Travel from one specific landing to another takes 4d12 hours (halved if the party is working off tips from the lillends or the Planewalkers Guild). For every six hours of continuous climbing, a PC must attempt a DC 12 Fortitude save. Those who fail become fatigued. Fatigued characters become exhausted, and so on. Flying characters remain safe from fatigue as long as they stick to the general path of the stairs. Those who fly off into the darkness risk a 25% chance each round of slipping between a fold in reality, from which they are ejected into a random plane. The same fate befalls characters who attempt to teleport from one flight or landing to another.

THE PITS OF PAZUNIA

Countless chasms and pits scar the arid Plain of Infinite Portals, each leading to a deeper layer of the Abyss. Those who

Table 5–2: The Pits of Pazunia

d%	Layer
01–05	Element-dominant: Air (01–25), Earth, (26–50), Fire (51–75), or Water (76–100)
06–10	Blood War battleground (demons vs. devils)
11–15	Burning hellscape
16–20	Demonic city
21–25	Desert of sand (01–25), ice (26–50), salt (51–75), or ash (76–100)
26–30	Grass plain (filled with predators)
31–35	Mountainous
36–40	Negative-dominant (01–50 minor, 51–100 major)
41–45	Normal (as the Material Plane)
46–50	Sea of water (01–25), acid (26–50), insects (51–75), or magma (76–100)
51–55	Subterranean
56–60	Azzagrat (see page 117)
61–65	Thanatos (see page 127)
66–70	The Demonweb (see page 122)
71–75	Gaping Maw (see page 139)
76–80	Hollow's Heart (see page 142)
81–85	The Iron Wastes (see page 135)
86–90	Shedaklah (see page 144)
91–95	The Endless Maze (see page 152)
96–100	The Wells of Darkness (see page 137)

enter a pit are immediately whisked through the loops and spirals of the portal's conduit to the lower Abyss; they cannot control their movement until they are propelled out the other end. The PCs have no encounters within the conduits, and the entire journey takes place in a matter of seconds. Most of the pits are two-way portals, but others simply strand travelers on some deep layer with no immediate means of returning to Pazunia.

More information on the pits of Pazunia and the dangers of the Plain of Infinite Portals can be found below. If you have not yet chosen an associated layer for a specific pit of Pazunia, the following table can help you come up with something quickly.

THE RIVER STYX

The waters of the River Styx touch each of the Lower Planes, flowing past banks upon the uppermost layers of the Gray Waste, Carceri, Gehenna, Pandemonium, and the Nine Hells of Baator. The great river also winds through Pazunia, where it splits into several tributaries that lead to the deeper layers of the Abyss.

Those who taste or touch the waters of the Styx must succeed on a DC 17 Fortitude saving throw or be affected by total amnesia. Treat the victim as if feebleminded (as the *feeblemind* spell). Even those who make their saves lose all memory of the events of the past 8 hours. Prepared spells remain in memory, although the victim might not realize they're prepared. Evil outsiders with the aquatic subtype are immune to the memory-draining effects of the River Styx.

The visual character of the Styx varies as it flows from plane to plane and layer to layer. On Pazunia, its turbid waters are oily and purple as a bruise, while on Thanatos, the frigid layer of Orcus, chunks of solid ice float upon an impossibly cold crystal clear surface. The change in the river's appearance is often the first sign that the journey has entered a new realm. No reliable maps of the Styx exist. The river does not move linearly through the planes it touches, nor does it have a source or outflow. Its exact path is impossible to predict, especially in the Abyss, and a trip that takes an hour today might take nearly a full day tomorrow, and will undoubtedly take a different route to get to the same place.

Many vessels piloted by fiends, petitioners, or even courageous (or foolhardy) mortals ply the Styx, but by far the safest method of travel is aboard skiffs piloted by marraenoloths, taciturn yugoloths who look like skeletons clothed in rotting robes and grave wrappings. To call a marraenoloth to the banks of the Styx, a character must cast *summon monster VIII*, *holy word*, or *blasphemy*. A marraenoloth-piloted skiff appears 1d6 rounds later. Such skiffs can accommodate up to ten Medium passengers, but before anyone gets aboard, the pilot must be paid a fee equal to at least 100 gp per passenger. If nonpaying passengers attempt to force their way onto its skiff, the marraenoloth seeks to prevent anyone from entering its boat, teleporting itself and its craft away.

Although they are not strong conversationalists and prefer to keep focused on piloting their skiffs, marraenoloths speak all languages, and are in constant telepathic communication with at least one other member of their race. Those who betray a marraenoloth soon discover that no marraenoloths will answer their summons. The greatest of the marraenoloths is Charon, a godlike yugoloth who has a more thorough understanding of the Styx than any creature in the multiverse. The pilot fiends serve Charon by following his example, seldom interfering with the affairs of their passengers. A few, however, cannot resist their fiendish natures. There is a 15% chance on each chartered journey that the yugoloth will betray his passengers, delivering them to the incorrect destination (85% of the time) or into an ambush coordinated by a third party (15% of the time). Each additional 100 gp per passenger at the time the fee is arranged reduces the chance of betrayal by 5%.

Travel from one Lower Plane to another takes 1d20 hours. Every hour, check the Stygian Encounters table to determine if the travelers meet any of the river's denizens. Those traveling on a marraenoloth skiff check only once every two hours.

Table 5–3: Stygian Encounters

d%	Encounter
01–40	No encounter.
41–50	Marraenoloth (*Fiend Folio* 202) on skiff (01–80 available for hire, 81–100 with passengers).
51–60	Brave mortal riverboat captain (01–70 chaotic evil, 71–80 neutral evil, 81–90 lawful evil, 91–100 chaotic neutral).
61–65	Abyssian Whirlpool. Pilot must make a successful DC 18 Profession (boater) check to avoid being swept into the swirling waters and cast out into a random location on the surface of the Abyssian Ocean.
66–70	Chaos beast (*MM* 33).
71–80	School of six skulvyns (*Fiend Folio* 54).
81–85	A wastrilith (*Fiend Folio* 54) demands tribute.
86–100	A passing myrmyxicus (*Fiend Folio* 52). In most cases, the creature is but a vast shadow seen briefly below the vessel. It surfaces 10% of the time to make a tail attack before slinking back into the Abyssal depths.

SHIPS OF CHAOS

The greatest demonic inventions of the current age might well be the immense ships of chaos, titanic magical vessels capable of bringing huge numbers of passengers across the planes in an instant. Six such dreadnaughts are thought to exist, the product of cooperation between demon architects and cabalists in league with the Doomguard planar faction at the great shipyards of Twelvetrees (layer 12). Each ship has unique magical characteristics, but all are composed of stitched flesh, powdered bones, crushed spirits, and living larvae, making them horrors to behold.

The twisted engines of the ships of chaos feed on mortal souls, and the vessels spew a guttering contrail of withered larvae as they sail across the skies of the Abyss. The ships were originally designed as entropic weapons to be used against the baatezu in the Blood War, but in the past few years they have seen employment as floating citadels in domestic wars between demon lords and mobile fighting platforms for Material Plane invasions.

A bound demon's spirit controls the ship with a dull sentience that allows it to perceive the environment, but a mortal or demonic captain is required for complex or particularly creative maneuvers. Some such captains sell passage on their ship to those who can afford the exorbitant fees (usually around 500 gp per character per plane to be visited).

In order to travel from one plane (or layer) to another, a ship of chaos literally erases itself and everything on board, rebuilding it on the destination plane. Enduring this entropic magical transference requires a successful DC 19 Will save. Those who fail are affected as if by the *insanity* spell, their minds utterly shattered by the horrifying experience.

The captains of the ships of chaos are well connected in the Abyss, and any unusual travelers (such as non-evil mortals from the Material Plane) soon come to the attention of one or more major demon lords.

STABLE GATES

Countless stable gates connect the layers of the Abyss to each other and to other planes. These portals range in appearance from simple doorways to natural arches in rock formations to the mighty pits of Pazunia. Many take the form of sculpted marble arches inlaid with profane bas-reliefs or diabolical sigils. If you know where you're going, the gates of the Abyss can take you just about anywhere in the multiverse.

Most Abyssal portals are transparent, revealing an image of what's on the other side. Others are shrouded in mist or flickering flames that offer only a hint at where they lead. Some rare few are opaque, revealing absolutely nothing about the destination beyond.

The great majority of Abyssal gates are two-way portals, meaning characters can walk back and forth from both sides with relative ease. Others allow travel in only one direction (and are thus much more dangerous when they exit onto an inhospitable plane or layer).

Evil creatures are often drawn to these portals in order to waylay planewalkers or to worship the fell creatures that spill out of them. Even those that lead to the relative safety of the Material Plane often empty out into subterranean temples dedicated to demonic cults, making a "clean escape" from the Abyss nearly impossible. For more information on planar portals, see page 21 of *Manual of the Planes*.

ABYSSAL PLANAR TRAITS

Although the infinite layers of the Abyss present endless combinations of natural and magical phenomena, the loose set of planar traits below represent the baseline from which Abyssal layers deviate. Adjustments from these planar traits, if any, are listed with the individual layer descriptions later in this chapter. For more information on planar traits and how to adapt them to create original Abyssal layers, consult pages 147–150 of the *Dungeon Master's Guide*.

- Normal gravity.
- Normal time.
- Infinite Size: The Abyss as a whole is thought to be infinite, but individual layers often have finite or self-contained traits.
- Divinely Morphic: Entities at least as powerful as lesser gods (in this case including demon lords) can alter the Abyss to suit their whims.
- Mixed Elemental and Energy Traits: Individual layers display a wide variety of elemental and energy traits, sometimes mixing two or more. Unless noted otherwise in individual layer descriptions, assume a baseline of no elemental or energy traits.
- Mildly Chaos-Aligned and Mildly Evil-Aligned: Lawful-aligned characters and good-aligned characters take a –2 penalty on Charisma-based checks. Lawful good characters take a –4 penalty on Charisma-based checks.
- Normal magic.

ABYSSAL HAZARDS AND TERRAIN FEATURES

Not all Abyssal horrors have horns and cloven feet. The following hazards and terrain features add an unpredictable and dangerous element to any campaign.

CACKLESTORM (CR 2)

While the Abyss suffers from severe weather such as tornadoes and earthquakes, it also experiences atmospheric phenomena that mark it as a truly alien environment. One of the most unusual is the cacklestorm, an invisible breeze of demonic laughter capable of drawing victims into its insane cacophony.

The first sign of an impending cacklestorm is a soft giggling that seems to come from a dozen wicked voices. Hearing the faint tittering requires a successful DC 10 Listen check. Those who succeed can plug their ears to protect themselves, for in the next round the dozen voices become a hundred and then a thousand, until the landscape echoes with a chorus of insane laughter. Anyone able to hear the cacklestorm must succeed on a DC 16 Will save or fall under the effect of a permanent *Tasha's hideous laughter* spell that can only be broken by the ingestion of ten vials of holy water and the completion of an *atonement* spell administered by a 9th-level caster (or higher).

MEMORY FOG (CR 4)

When a soul becomes an Abyssal petitioner, it often loses all memory of its mortal life. Through concentration, advancement through the demonic forms, and certain magical rituals, a demon might regain these memories, but most petitioners do not live long enough to become demons, and most demons do not care to regain their once-cherished memories.

Abyssal lore holds that the forsaken memories of petitioners and demons slain before their time linger in the folds of the unholy Abyss, where they yearn to be remembered once more. Many believe this to be the cause of memory fog, a bizarre supernatural phenomena that plagues certain layers of the Abyss.

Memory fog appears just like regular fog, except that those walking through it can sometimes hear (Listen DC 10) faint whispers that seem to be snippets from long-forgotten conversations between strangers. Those who hear these whispers must make a successful DC 15 Will save to resist becoming obsessed and infused with them, to the point that the victim believes the memories to be his own. Those who fail the save begin to hallucinate events that did not—indeed could not—have ever happened to them, but which seem no less real. The incredible psychological strain causes these characters to become confused, as the spell *confusion*, for as long as they remain in the fog and for 1d4 days immediately thereafter.

MIASMA CLOUD (CR 5)

In places where the physical cohesion of the Abyss crumbles, a cloying cloud of oily gas emerges from the surface of the plane itself, lingering in stagnant craters or moving across the land at the whim of some Abyssal sirocco.

Mortals who inhale this vile vapor must make a successful DC 16 Fortitude save to resist succumbing to pit lung, a magical disease with an incubation period of 1 day. Those who fail the save take 1 point of Wisdom drain each day until the disease is healed by a *remove curse* spell cast in a temple consecrated to a lawful good deity (a location understandably in short supply in the Abyss). While the disease takes its course, the raw pollution of the Abyss assaults the victim's mind, filling it with images of horror and betrayal. Victims of pit lung who are not already chaotic evil change their alignment to chaotic evil 1d6 days after the disease's incubation period. An *atonement* spell restores the corrupted creature's alignment.

VACUUM GATE (CR 7)

In the course of the great philosophical conflict between law and chaos that served as the backdrop for the Age before Ages, a number of obyrith lords turned their attention to the Inner Planes, where the war is thought to have started. There they encountered hostile inhabitants such as the archomentals Cryonax and Ben-Hadar, and the endless armies of the efreet. In a realm of airless void between the Elemental Plane of Air and the Negative Energy Plane, they discovered a malign entity called Sun Sing, a shapeless horror every bit as evil as the most twisted obyrith (and considerably more powerful). After a brief battle, the obyriths retreated to the Abyss, leaving the terrible entity alone in the void where they had discovered it.

Or so they thought. A sentient fragment of Sun Sing's essence followed the demons back to their plane of origin, and it has lurked in the deepest recesses of the Abyss ever since. Its formless essence cannot interact with the Abyss or its hated demonic enemies, but in the millennia of its entrapment it has discovered a means of striking back by collapsing the stable gates that link the layers of the Abyss to each other and fundamentally transforming them into vortices leading to the region of vacuum from which it originally emerged eons ago.

A vacuum gate can take any form, and physically appears in all ways like a normally functioning portal. Those who approach within 30 feet of the gate, however, must succeed on a DC 18 Fortitude save to resist being pulled by incredible suction toward the gate at a speed of 10 feet per round. Each round allows a different save, with success indicating that the character is able to move at one-quarter speed away from the vacuum gate. Those who fail the save while within 10 feet of the gate are sucked into the void where the Elemental Plane of Air meets the Negative Energy Plane, and die in 1d4 rounds unless somehow rescued. Characters who do not need to breathe do not die, but they cannot use the vacuum gate to return to the plane from which they were drawn, or any plane for that matter.

VIPER TREE (CR 3)

At first glance, a viper tree looks like a colorless white beech tree with leafless branches. Its fleshy trunk supports a tangle of serpentine boughs that end in ophidian mouths. The branches writhe and hiss as characters approach, occasionally lashing down to the ground to strike at a victim with sharp teeth and deadly venom. The trees are most common in Zrintor, the Viper Forest of Azzagrat, but their seeds have spread throughout the Abyss, where groves often protect the strongholds of powerful demons.

A viper tree occupies a 5-foot space (although its trunk might be less than 5 feet in diameter) and is rooted in place, making the creature incapable of movement. Once a round, a viper tree can make a single melee attack with a +13 bonus against any creature within 10 feet. Its bite deals 2d6 points of damage on a successful hit, and the victim must succeed on a DC 14 Fortitude save to stave off the effects of the tree's deadly venom (1d6 Dex/1d6 Dex). Those who fail both the initial and secondary saves are paralyzed for 24 hours. This condition can be lifted only by *remove paralysis* or *heal*. Viper trees have hardness 7, a break DC of 30, and 300 hit points. Sundered trees or those specimens brought to 0 hit points are effectively killed.

Viper trees speak Abyssal, but their extremely limited intelligence (Int 2) limits the topics of conversation to their insatiable hungers and thirsts. They are extremely afraid of fire and will not attack any creature holding an open flame equivalent to a torch or larger. They usually appear in groves of 1d20+4 trees.

Planar lore holds that viper trees are the bastard children of the World Serpent Nidhogg, who dwells at the base of the plane-spanning tree Yggdrasil. Others suggest that they first appeared in the Gray Waste of Hades.

LAYER DESCRIPTIONS

The rest of this chapter is dedicated to describing various known layers of the Abyss. There isn't enough space in a hundred books, let alone one, to give each layer its due. So, several of the more well-known or complex layers receive extensive coverage, while lesser known layers receive a brief overview or are relegated to a line in the appendix (see pages 155–157).

Major Layers: Four layers—Pazunia, Azzagrat, the Demonweb, and Thanatos—are described in great detail. Pazunia is the first layer of the Abyss and the starting point for many Abyssal adventures. The remaining layers are ruled by three of the most iconic villains in the D&D game, namely Graz'zt, Lolth, and Orcus, and thus deserve special attention.

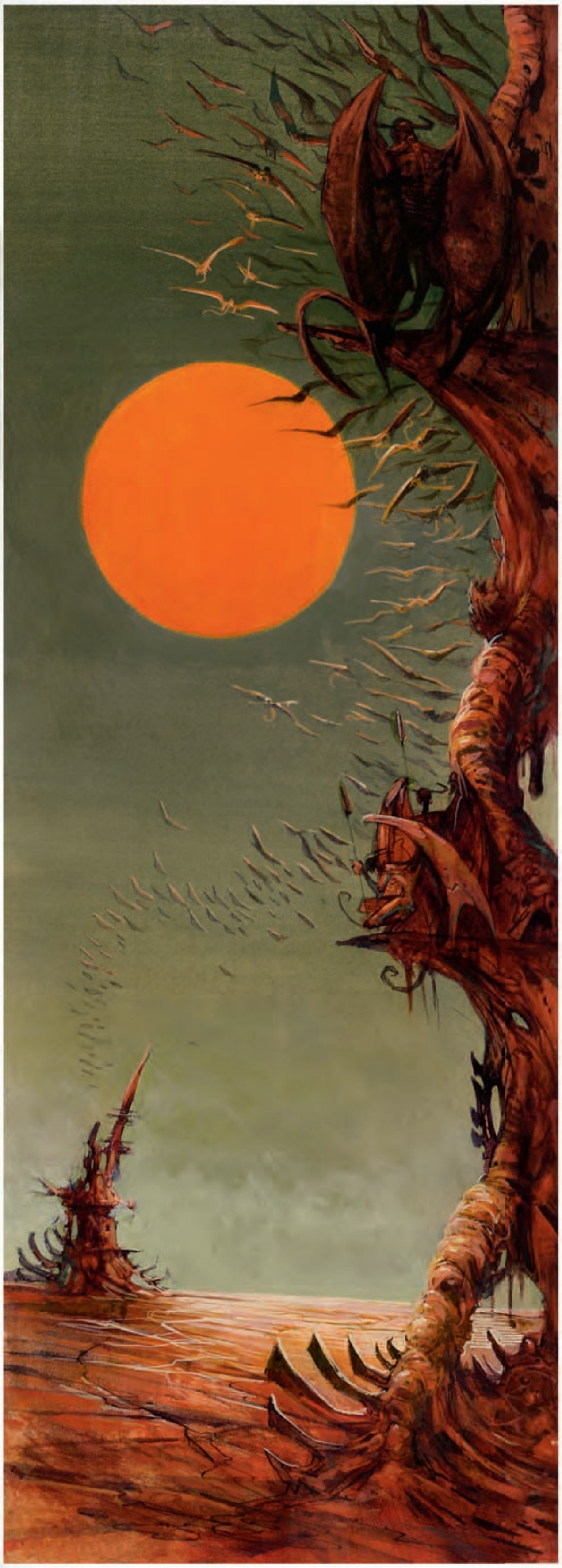
Important Layers: These layers, which include the realms of Demogorgon and Yeenoghu, play important roles in the ecology and political landscape of the Abyss, and the brief details provided give a good framework for DMs to set encounters or adventures there.

PAZUNIA

Layer Number: 1
Ruler: Pazuzu (see page 76), contested
Traits: Self-contained

The top layer of the Abyss is Pazunia, also known as the Plain of Infinite Portals or the Palace of 1,001 Closets. It is a realm of windswept barrens and jagged tors flickering with swarms of winged demons. An oppressive red sun, heavy with infinite age, bathes the layer in sweltering heat and harsh light. Angry shadows curtain the plains in places, concealing hidden menace. And everywhere are massive pits that plunge into deeper layers of terror.

The pits are portals to deeper layers of the Abyss, so that those who descend into them soon find themselves in the associated layer (see Getting Around in the Abyss, above). Most of these pits are two-way portals, but some are one-way, leaving no means of return. Leaping into a pit without knowing where it leads is as good a way as any to commit suicide on Pazunia, for the pits often lead to inhospitable layers filled with deadly environmental dangers. Some of the most remote layers of the Abyss do not attach to Pazunia at all, and are accessible only from stable gates on lower layers.



Illus. by C. Critchlow

Pazunia, the Plain of Infinite Portals

On the edges of the great pits crouch massive iron fortresses, relics of the obyriths now inhabited by mighty tanar'ric lords who have not yet mustered the power to bend an entire layer to their wills. These warlike, scheming lords use special chambers within the fortresses to project themselves through the Astral Plane and onto Material worlds, where they attempt to sway events and attract followers and cultists. When so engaged, their physical forms are rendered helpless, protected only by the iron fortresses of the obyriths and the demons' own hordes of servitor creatures and pact-gained allies.

The armies of the Abyss continually clash with each other as the lesser demon lords jockey for position. They clash too with invading armies of devils from Baator, for the layer is one of the primary fronts of the Blood War. The methodical baatezu know, as the obyriths before them knew, that to control Pazunia is to control the whole of the Abyss.

Not all visitors to Pazunia come to fight. Because it is a gateway to most of the plane, the layer draws merchants, explorers, and occultists from around the Great Wheel, attracting the most diverse pilgrims of anywhere in the Lower Planes, let alone the Abyss.

The layer is self-contained, but is so large that huge sections of it remain essentially unexplored.

If one walks far enough toward the horizon, he eventually finds himself in the bordering plane of Pandemonium or Hades (depending upon the direction he walks). Those traveling in other directions reach the "edge" of the layer and are teleported to the opposite edge, often without knowing that they have moved. Due to its lack of discernible borders, maps of Pazunia seldom attempt to encompass the whole layer, but instead focus upon a smaller section bounded by the iron fortresses of locally influential demon lords.

DENIZENS

More chaotic evil petitioners manifest as manes on Pazunia than upon any other layer of the Abyss. Local demons hunt these creatures for food or press them into war bands, driving vast herds of petitioners through the pit gates and into the deeper Abyss. Some remain on Pazunia to marshal the defenses of demon lords inhabiting iron fortresses. Demons view these pitiful creatures as little more than living shields and sacrifice them with impunity. Many manes willingly flee down unexplored pits merely to escape their pursuers.

Molydei press gangs wander the layer, picking off stragglers and collaring them to the town of Styros, there to depart upon the River Styx to the Lower Planar battlefields of the Blood War. The massive, two-headed tanar'ri seldom take on demon lords entrenched in iron fortresses, but they eagerly thrust wandering unaffiliated demons into their press gangs. Molydei are also tasked with provisioning the army and demand tribute from all they encounter. Those who cannot give are immediately conscripted and sent to Styros and thence to the raging wars of the Lower Planes.

A surprising number of merchants, mortals, and outsiders alike brave the treacherous Plain of Infinite Portals, for Pazunia's gates lead to unparalleled business opportunities. Those who fly the flag of the Dark Prince Graz'zt enjoy the best protection against banditry, but even this is far from foolproof.

The following creatures dwell on Pazunia and command considerable local clout.

Pazuzu: The Lord of the Lower Aerial Kingdoms has ruled the skies of Pazunia since before the fall of his obyrith fellows. Countless chasme, vrocks, and other flying demons that perch atop the jagged tors and pinnacles of Pazunia pay obeisance to Pazuzu and occasionally snatch travelers from the surface as sacrifices to their prideful lord.

Lawful good characters traveling on Pazunia risk a 5% chance of attracting Pazuzu's attention each day they remain on the layer, for the winged demon is always on the lookout for new innocence to corrupt and ultimately devour. In some cases, Pazuzu waits until goodly characters are in a difficult bind before sweeping in at the last minute and offering to help the unfortunate characters in exchange for some unspeakable service. He pays little attention to the other demon lords of the layer and seldom interferes with their business or their iron fortresses.

Aldinach: Like Pazuzu, the reclusive demon princess Aldinach delights in the perversion of the pure and innocent, but her methods are not quite so subtle. The Lady of Change commands a growing cult upon several Material Plane worlds that concerns itself with the abduction of righteous holy figures or sacred beasts such as ki-rins or lammasus. These pitiful creatures soon find their way to Aldinach's Egg, on the edge of the Grand Abyss, where they endure vile experiments that corrupt their nature and enslave them to her capricious whims.

Aldinach appears as a lithe humanoid woman with polished mahogany skin and long fingers that end in needles she uses to inject putrid sap into the subdued bodies of her victims. An alabaster mask obscures her monstrous face.

Baltazo: When the great demon prince Fraz-Urb'luu was imprisoned on the Material Plane by the mad archmage Zagig Yragerne, several opportunistic demon lords flocked to his abandoned layer, Hollow's Heart, hoping to make it their own. The ambitious minor demon lord Baltazo, a retired general with several Blood War victories under his ever-expanding belt, knew he could not hope to command Hollow's Heart, but he saw opportunity in the growing conflict. Instead of staking his own claim, he instead conquered the iron fortress of Shullen-Gat, on the precipice of the pit leading to Fraz-Urb'luu's lair. Commanding this gateway allowed him to subtly influence the affairs on the layer, affording him prestige elsewhere in the Abyss.

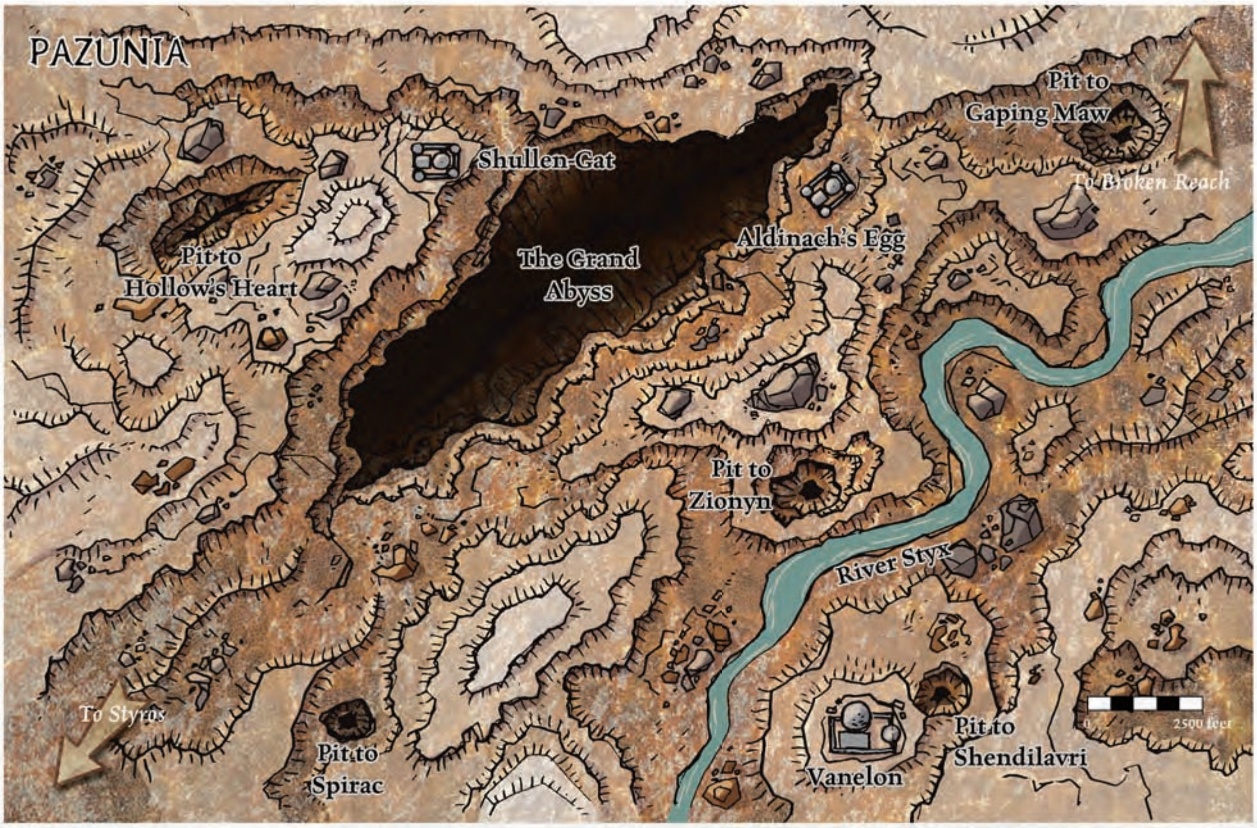
Upon Fraz-Urb'luu's return, the Prince of Deception wiped out most of the rival demon lords squabbling over his layer, but he saw value in a strong defense of the Pazunia gate. The two demons came to an agreement, and Baltazo now stands sentinel over the pit to Hollow's Heart as a sponsored vassal of Fraz-Urb'luu, for whom he sometimes acts as a diplomat or interlocutor.

Baltazo appears as an extremely corpulent human man with an elongated face and deep green skin that constantly fizzles and pops, spilling a variety of sickly fluids upon a poor-fitting military uniform festooned with dozens of ostentatious medals and ribbons.

LOCALES

Specific locations of interest on Pazunia include the following:

Aldinach's Egg: Aldinach's cultists bring their abducted charges to this ovoid iron fortress, where the wood-skinned Lady of Change warps them into twisted mockeries of be paladins, unicorns, and exemplars of pure good they used to be. The transformation grants them the half-fiend template and irreversibly changes their alignment to chaotic evil. Although these victims are occasionally crippled with



remorse over what they have become, they cannot fight their new natures long, and soon give in to overwhelming rage and deviousness. Those strong enough to survive the rigors of Pazunia fiercely defend the territory within a mile of Aldinach's Egg; the weakest are eaten by the layer's countless demons.

The Egg itself is a towering structure packed with grim laboratories, operating theaters, and hideous audience chambers draped in the skins of failed experiments. Aldinach occasionally tolerates visitors who offer technology or magical lore that allows her greater malleability over her patients, but has little patience for those who do not share her enthusiasm for perverse surgeries. Guests who tarry too long are fed to the Brethren, a score of chaos beasts who dwell in the Egg's uppermost Forbidden Chambers.

Broken Reach: A succubus sorceress named Red Shroud built this fortress of crumbling stone towers atop a portal to the Outlands gate-town of Plague-Mort over 200 years ago, and the small community that soon grew up around it has served as one of the most popular gathering places on the layer ever since. The guests of Broken Reach include Blood War mercenaries, merchants coming to and from the plane of Concordant Opposition, and even mortal adventurers enjoying one of the few places on Pazunia where they are unlikely to be devoured by demons. Red Shroud displays little tolerance for violence of any kind on her grounds, but death matches occur with regularity beyond the rickety walls. The succubus demands obedience from her guests and expects them to back her if trouble breaks out.

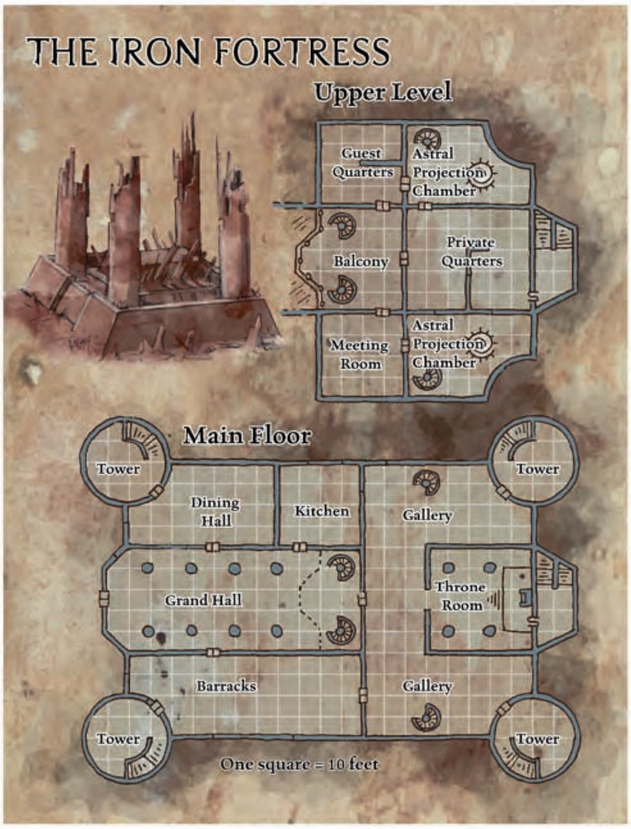
Broken Reach houses dozens of visitors at any one time, many of them enjoying the relative comfort of richly appointed (and hugely expensive) luxury suites. Red Shroud knows her clientele, and hence stocks a huge variety of weapons and armor, which is available for purchase at three times the costs listed in the Player's Handbook. The demoness is a great poison enthusiast and offers a wide selection of venoms from the lowest pits of the Abyss. Such is her love of the stuff that she gives great deference to guests who offer her some new lethal substance.

When not directly engaged in business, it's best to give Red Shroud wide berth, for the succubus is capricious and untrustworthy—you never know when she's about to order your death. Red Shroud is constantly on edge, for she has had to defend the citadel from mobs, githzerai, and even a minor Abyssal lord. Molydei are encouraged to look for conscripts elsewhere.

The Grand Abyss: The cliff walls of this great tear in the fabric of the Abyss bear an infinity of portals to other layers of the plane. Considered a layer of the Abyss in its own right, it is covered in detail below.

Lakes of Molten Iron: This series of steaming crucibles provides the iron that composes most of the weapons and all of the fortresses of Pazunia, making the surrounding area one of the most fiercely contended regions on the layer. The lakes range in color from scalding white to scorching red, emitting waves of heat that make for a difficult approach. Creatures within 100 yards of the lakes take 1d10 points of fire damage per round of exposure. Characters submerged in a lake take 20d6 points of fire damage per round, and even those who merely touch it take 2d6 points of fire damage per round of exposure.

The abandoned town of Raazorforge, on the banks of the largest lake, is home to scores of magma mephits who once aided in a massive forging operation here but who escaped when an entropic ship of chaos destroyed most of the community. Demons shun the site, making it one of the safer locales on Pazunia. The iron fortress Ferrug, on the opposite shore, couldn't be more different. It swarms with herds of armanites, murders of vrocks, and countless ravenous manes led by a willful marilith named Galizsheth.



River Styx: The bruise-purple waters of the River Styx flow throughout the Plain of Infinite Portals, breaking into numerous tributaries that disappear into the gaping pits and thence to lower layers of the Abyss. Some reverse waterfalls rush out of the portals and feed the river, which also stretches away to both Pandemonium and the Gray Waste of Hades.

Styros: The sullen, muddy garrison town of Styros marks the point of embarkation for the molydeus-captured demons forced to serve in the armies of the Blood War. The unfortunates are herded onto massive fast-moving riverboats powered by the combustion of souls, spitting cloying ash into the acrid air out of crude smokestacks. Babau officers abound here, abusing their charges with threats and random beatings. Strangers require some quick thinking and a great deal of cash to escape Styros without being thrown into the slave pens of a battlefield-bound war hulk.

Vanelon: A series of rose-hued marble pillars leads to the iron fortress of Vanelon, which guards the pit leading to Shendilavri, domain of the succubus queen Malcanthet. Whereas most citadels of Pazunia reflect the bizarre architectures of the ancient obyriths, Malcanthet has embellished Vanelon with sweeping towers and magnificent facades that would make it fit in the most romantic of Material Plane kingdoms. Such beautiful style befits the structure's role as home to her Favored Consort, an ever-changing position filled by whatever minor demon lord manages to strike her fancy at the moment.

Its current occupant is Mastiphal, the Hunting Sovereign, a handsome fiend with bright red skin, four arms, and a rack of ibex horns upon his angular forehead. The calculating demon lord gained Malcanthet's favor by presenting her with the head of a huge fiendish smilodon slain on the hunting fields of Spirac (layer 71), but his audiences with Shendilavri's seductress have become less and less frequent recently, and Mastiphal is willing to do anything to regain her attention. His servitor glabrezu zealously patrol the pit's perimeter, bringing any interlopers to the lord's trophy-bedecked audience chamber. Only tales of an invincible wild beast are enough to dissuade him from taking lethal action against spies, since a part of him longs to be free of the walls of Vanelon and back on the hunt.

Table 5–4: Pazunia Encounters

d%	Encounter
01–05	Trading flock of five abrians (*Fiend Folio* 12). These creatures are on an urgent mission from one Abyssal layer to another, and they are making haste to a distant pit portal. They're never too busy to trade, however, and have an impressive store of minor magic items to offer.
06–10	A bloodthorn patch (*Fiend Folio* 23) seems to offer food with its succulent, fragrant red berries, but instead promises only death.
11–15	A pack of seven vorrs (*Fiend Folio* 186) scavenges the plain, looking for an easy meal.
16–20	A war band of khaastas (*Fiend Folio* 115) featuring eight standard khaastas, four noncombatants, a leader (CE male khaasta fighter 6), and three giant lizards thirsts for combat and seeks to hire itself out to the first willing demon lord.
21–25	A molydeus (page 46) accompanied by two babaus (*MM* 40) scours the plain in search for conscripts.
26–30	A sheltering cave during a dust storm is home to a territorial bebilith (*MM* 42).
31–35	A pack of eight vicious armanites (see page 28) led by a ruthless knecht (CE male armanite ranger 4) are stragglers from a defeated Abyssal force. They seek to redeem their reputations and self-confidence with a quick victory.
36–45	A group of three chasmes (see page 34) scan the Abyssal skies in search of Blood War deserters.
46–55	A mob of twenty-four manes (see page 45) flees a fierce battle surrounding a nearby iron fortress.
56–60	A murder of six vrocks (*MM* 48) perches atop a high pinnacle, keeping the perimeter watch for a nearby minor demon lord.
61–65	Two hezrou taskmasters (*MM* 44) leads a group of seven chained human and halfling slaves. The demons would rather deal than fight, and they offer the PCs fair market price for their overly beaten, pliant product.
66–70	A lone glabrezu (*MM* 43) seeks to add more heads to his growing collection.
71–80	The foul stench surrounding this lumbering pack of five dretches (*MM* 42) gives them away 3 rounds before they appear.
81–85	A lone bodak (*MM* 28) wanders the plain, lamenting its half-remembered life.
86–95	A flock of lesser varrangoin (*Fiend Folio* 183) swarms from a rent in the earth as the PCs pass by. They do not seek combat but fight if provoked.
96–100	Demon lord (choose one from Chapter 3), accompanied by a retinue of two glabrezus (*MM* 43) and two hezrous (*MM* 44), searching for a prisoner who escaped from its fortress.

ADVENTURE HOOKS

Characters on Pazunia might be drawn to one of the following quests:

Helping the Highfather: The high priest of a PC's faith has been abducted by the cult of Aldinach and taken to her monstrous Egg on Pazunia. The PCs must venture first to Broken Reach to rendezvous with a contact willing to provide a map of the citadel (for a price), and then must penetrate the iron fortress of the Lady of Change before she can work her ministrations upon their spiritual leader.

The Right Metal Makes All the Difference: The PCs or a favored patron must construct a desired magical weapon using metal harvested from the Lakes of Molten Iron. Demons in league with the marilith Galizsheth surround the lake, forcing the adventurers to cut a deal with the mephits of Raazorforge.

Filling out the Roster: The PCs are hired by the Fraternity of Order to catalogue what lies beyond an uncharted pit of Pazunia that leads to an undiscovered layer of the Abyss. Before they get there, however, they encounter scheming Baltazo, who offers to help them if they first travel to Hollow's Heart for a personal audience with Fraz-Urb'luu, who also has a mission he'd like them to accomplish.

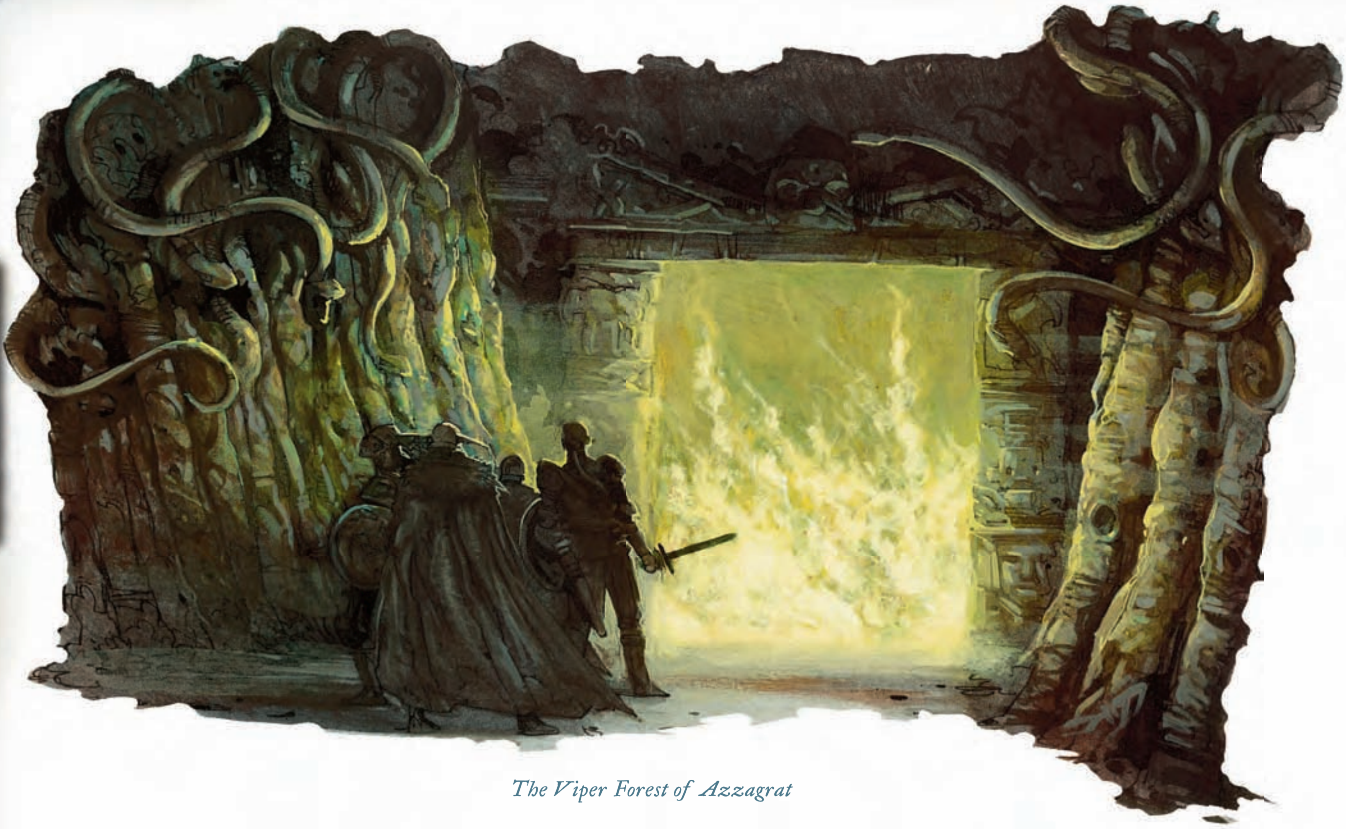
AZZAGRAT

Layer Number: 45, 46, 47
Ruler: Graz'zt (see page 65)
Traits: Finite

The chattering markets and writhing pleasure palaces of Azzagrat draw visitors from around the Great Wheel. They come seeking obscure magical lore or perverse delights unavailable elsewhere, confident in the safety of the most germane society in the Abyss, where even demons present a veneer of civility and courtly comity. But for all its reputation for safety, Azzagrat holds just as many dangers as any layer of the infinite Abyss—and perhaps a good deal more.

The Triple Realm of Azzagrat consists of three distinct layers woven together by the demon lord Graz'zt, the Dark Prince of tyranny and despotism who controls the largest empire in the Abyss through a combination of fear, political manipulation, and cunning intelligence. The inhabitants of Azzagrat obey the will of Prince Graz'zt because their fortunes rise with his, and because he has eliminated all disloyal inhabitants of his realm over the course of generations.

Azzagrat's markets boast a staggering variety of products, services, and exotic slaves surpassing anything available in the Abyss. Graz'zt himself profits greatly from this business, and by the Dark Prince's personal decree any merchant bearing his six-fingered sign is to be considered safe from harassment from the inhabitants of the layer. Thievery is bad for business and is not tolerated under any circumstances (although a good deal of it goes on without the knowledge of the authorities).



Illus. by C. Critchlow

The Viper Forest of Azzagrat

The theme of Azzagrat is one of hidden danger beneath a cosmopolitan surface. The layer's cities are all like mazes, and its forests are intractable and full of shadows and lurking killers. If Azzagrat at first appears safe, it does so only to draw you in.

Everything on the gloomy 45th layer of the Abyss is somehow doused or subdued, taking on an equally gray pallor. All Move Silently and Hide checks made on the layer gain a +2 circumstance bonus, but because the place does not live long in one's memory, all Knowledge (the planes) checks concerning the layer take a –4 penalty.

Sunlight rises up from the ground of the 46th layer, where shadows rise like dark columns far into the sky, which is dark by day and gray at night.

A wan cerulean sun feebly illuminates the dark sky of the 47th layer, where cold is hot and hot is cold. Flames glow blue and deal cold damage, whereas blisteringly cold gales cause fire damage. The magical properties of the layer reduce fire resistance by half. The layer can be reached only by way of Azzagrat's other layers and has no connection to Pazunia.

Three things bind the layers: massive ovens of green flame that serve as gates, the River of Salt, and the triple-city of Zelatar, which exists simultaneously on all three layers.

DENIZENS

Notable denizens of Azzagrat include the following individuals.

Graz'zt: Those who refer to the handsome Dark Prince of the Triple-Realm as the "most human" of the demon lords vastly underestimate the capacity for evil in his scheming heart, which constantly strives to accumulate more power. He delights in ostentatious finery and pageantry, sating his decadent desires upon unfortunate subjects who must submit to his capricious whims or risk death by torture in the depths of the Argent Palace of Zelatar.

Graz'zt's existence is a constant battle with his insatiable passions, a penchant that accounts for his seemingly endless progeny in Azzagrat and throughout the Abyss and the Great Wheel. The Dark Prince enjoys the squabbling of his children, and their efforts to depose him and make Azzagrat their own fill him with fatherly pride. He has no intention of giving up his throne, however, and his kin suffer the same fate as all traitors, no matter how much affection the Dark Prince might feel for them.

Graz'zt's efforts to expand his Abyssal realm have lately been stymied by enemies like Orcus and Demogorgon, so the demon lord has turned his attention to the Material Plane, hoping to draw an entire world into the Abyss as the fourth layer in his growing empire. The most successful such scheme to date involves Iuz, a cambion son sired with the Witch Queen Iggwilv on the world of Oerth. Within the past century, Iuz emerged as a demigod and conquered a staggering amount of territory on that world, but even this plan is only in its infancy. Graz'zt is immortal, and unlike many other demon lords, he is very patient.

Athux: The son of Graz'zt and a particularly comely dark elf cleric, the black-skinned, six-fingered Athux (CE male drow half-fiend fighter 10/blackguard 7) looks like a younger version of his father. He shares Graz'zt's appreciation for cruelty and ornamentation, but he has little of his father's panache or foresight. Athux was instrumental in the recent overthrow of Adimarchus, a rival demon lord who once ruled Occipitus (layer 507), who fell victim to his powerful charismatic charms. Since that victory, Graz'zt placed Athux in command of his considerable demonic army, a thinly veiled insult that suggests the Dark Prince doesn't think much of his son's domestic political prospects. Athux foolishly thinks this is because Graz'zt fears him, so he's been plotting against his father—a fact that fills Graz'zt's dark heart with pride.

Orwantz: The towering goristro Orwantz patrols the borders of Azzagrat on personal orders from Graz'zt himself to protect traveling merchants from the predations of the realm's few bandits and to destroy any creature who defies Graz'zt's prohibition against thievery against those bearing the six-fingered sign. The hulking, unimaginative brute requires tribute from those he protects, most of which eventually ends up in the treasure chambers of the Argent Palace.

Rule-of-Three: A dingy back room in a Zelatar boarding house called the Golden Opportunity is home-away-from-home for Rule-of-Three (CN male human half-fiend rogue 6), a clever cambion who is said to know almost everything about the Abyss. Rule-of-Three embodies the planar philosophy for which he is named, answering questions in cryptic utterances that approach the problem from three directions or offer three different possibilities. Those who seek his service must make a three-part offering, such as a gold, silver, and copper coin or horn samples from three different devils.

The eccentric scholar (who employs the illusory disguise of a wily old githzerai sage) usually dwells in the city of Sigil in the Outlands, but he routinely comes to Zelatar to make reports to Graz'zt's chief of intelligence on his sub-rosa efforts to unite the baatezu, tanar'ri, and yugoloths in an effort to invade the Upper Planes. The Dark Prince himself supports the plan, a secret Rule-of-Three will protect with his life.

Thraxxia: The half-fiend daughter of Graz'zt (CE female human half-fiend sorcerer 11) and a long-dead human monk now serves her father as a private assassin, having won the position by eliminating three rival half-sisters. The Dark Prince dispatches his ruthless daughter only when he is absolutely certain that he wishes an enemy's demise, for she has not yet failed to complete an assignment, and is utterly without compassion.

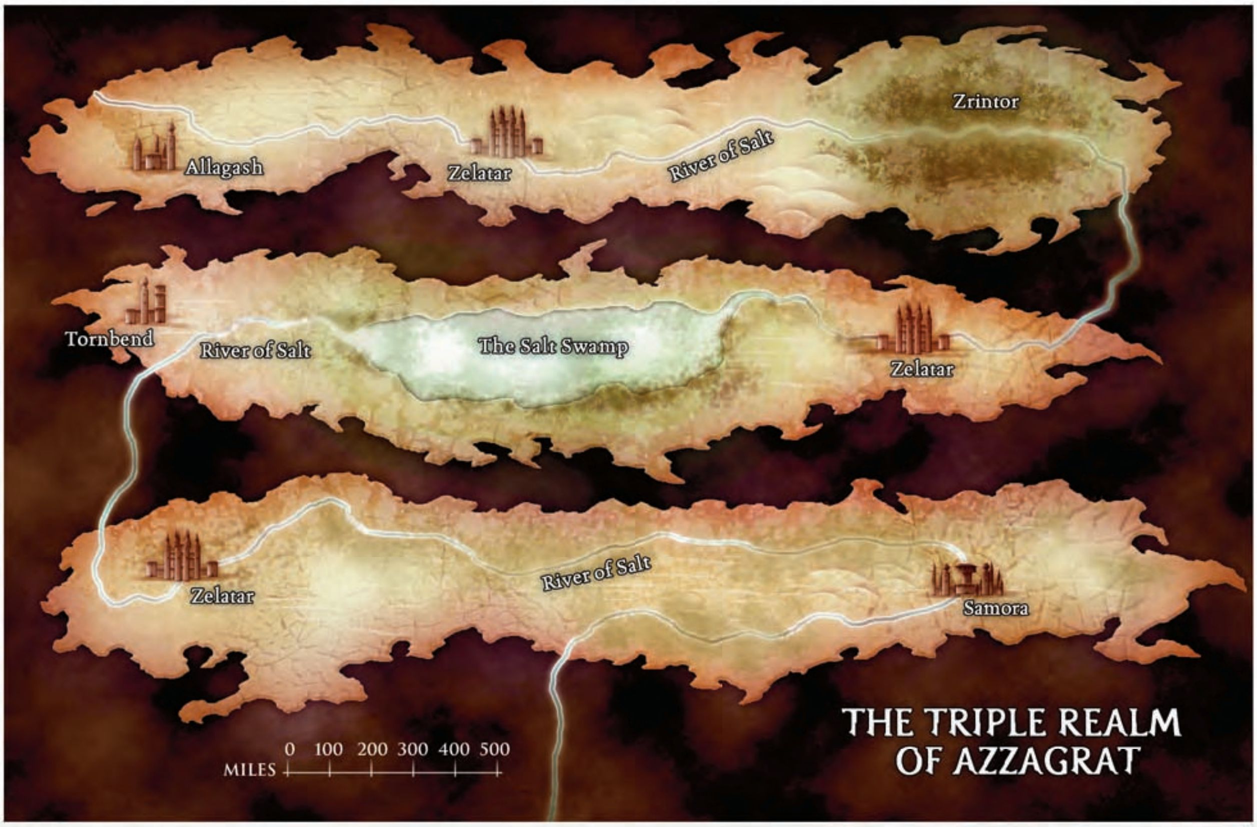
Verin: A demon lord in his own right, the crafty, hyper-intelligent Verin serves Graz'zt instead of his own ambition and accordingly enjoys staggering favors from his liege. Verin is a wan, pure white humanoid with angular features and no body hair of any kind. If not for the fact that his form oozed spiritual slime (mortals within 30 feet of Verin must succeed on a DC 22 Will save or become shaken while in his presence), an observer might not even think him evil. But his wickedness and cruelty rival that of Graz'zt, a fact that accounts for the demons' strong relationship.

Verin's capacity as Graz'zt's major domo and chief diplomat brings him to the courts of nearly all the demon lords in the Abyss, and while some hate his pretensions and wish to see him humbled and destroyed, all respect and fear his prowess and the influence of his master. During his Abyssal travels, Verin catalogues the weaknesses and obsessions of the demon lords, trading this information freely to gain influence and set Graz'zt's enemies against each other. To assist in this, Verin assumes a variety of different guises, including a black-skinned mirror of his true form he calls Ztefano. Where Verin is not trusted, Ztefano often finds himself a welcome guest.

LOCALES

Specific locations of interest on Azzagrat include the following:

Allagash: An invading army of undead under the command of the demon prince Orcus recently wiped out this small town, which formerly served as the location of clandestine breeding programs meant to provide Graz'zt



with a biological edge on the Abyssal battlefields. Now, those creatures have been killed and reanimated, and not even Graz'zt himself knows exactly what lurks in the town's forlorn cobbled streets. Demons in service to the Dark Prince eventually put down the invasion, but the lower depths of Allagash continue to belch forth new undead monstrosities, which thenceforth range across the whole layer.

The Argent Palace: Graz'zt's abode of sixty-six ivory towers and a hundred cold, mirrored halls is a frightening, meticulously clean place where visitors often lose their guides to the ravenous, mad bodaks and worse creatures that Graz'zt occasionally releases from his dungeons for amusement. It contains a direct conduit to the Plain of Infinite Portals and other layers of the Abyss, as well as portals to Pandemonium and Gehenna. The palace is visible from all neighborhoods of Zelatar and is shunned even by the city's demonic residents. When the Dark Prince decides an inhabitant of the city is an enemy, that creature soon receives an invitation for a personal audience with Graz'zt in the Argent Palace and is never heard from again.

Oven Gates: Unusual stone ovens large enough to hold an ogre appear throughout all three layers of Azzagrat, from the darkest depths of the Viper Forest to the streets of every city. Scalding green flames lick the entrance arches of these ovens. Stepping inside an oven immediately transports a character to another oven elsewhere in Azzagrat. Travelers can't make out details of their destination by peering into the flames and can see only the inside of another oven. The ovens' flames deal 2d6 points of fire damage per round. Some of these gates are dormant and don't lead anywhere, but their deadly flames burn just as hot.

The River of Salt: A sparkling river of crystalline white slush snakes through all three layers of Azzagrat like a river, and indeed specially prepared trade vessels float upon its salty surface in a rotation that brings them to every city in Graz'zt's domain.

In some places along the river's route, creatures within 10 feet of the bank are subject to suffocation (*DMG* 304) from choking on the dust generated by the grinding salt crystals. Characters submerged in the crystal flow take 6d6 points of bludgeoning damage per round.

The Salt Swamp: The River of Salt feeds an acrid bog on the 46th layer of Azzagrat that is home to Zhelamiss, a night hag envoy of the hag goddess Cegilune. The twisted crone commands a shabby wooden village at the heart of the swamp, and although the local demons pay allegiance to Graz'zt in word, they are ultimately loyal to Zhelamiss. The Dark Prince tolerates this because it is worthwhile for him to keep the hag's patron in good spirits, but spies among her covey of witches keep him constantly updated on the night hag's operations and ambitions.

Samora: Any fantasy can be had in the pleasure-pits of Samora, for a price, of course. Its gaudy parlors and perfumed spires attract merchants and dilettantes alike. Here mortals and demons coexist more or less peacefully, since the mortals come to spend coin and spiritual capital and the town's demons are mostly hiding out from the Blood War. Graz'zt pours an enormous amount of coin into that conflict to prevent the babau and molydei from checking in on Samora, and as a result its palaces are havens for fugitives and deserters.

The ruler of Samora is Maretta (CE female succubus sorcerer 8), a brilliant manipulator who manages the town's affairs from an underground bunker and pleasure den called the Counting House. Maretta also keeps track of a multitude of pacts and agreements with mortals and even rival demon lords. She also commands a patrol of thirteen female half-fiends known as the Lady's Lancers. The order formerly included Graz'zt's daughter, Thraxxia, and commands a great deal of respect throughout Azzagrat. These Lancers usually work alone, but at the direction of their master they can band together for a large operation.

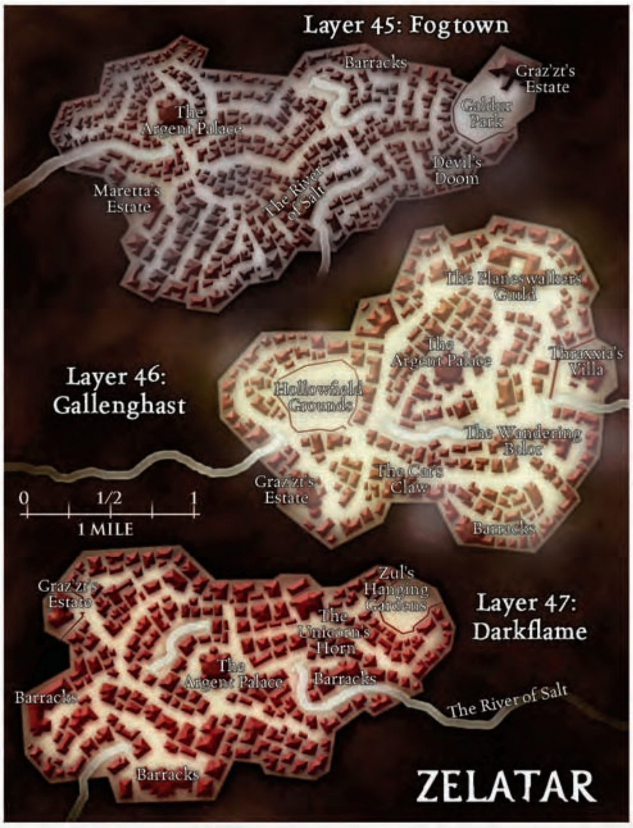
A nondescript doorway near one of the town's primary slave markets leads to the Infinite Staircase, and is one of the easiest ways for PCs to enter the city. Thus far, not even Graz'zt himself knows of its existence.

Zrintor (The Forest of Vipers): An impossibly large forest of viper trees (see page 113) dominates a vast portion of the Abyss's 45th layer, enshrouding a huge collection of oven gates that lead to locations throughout Azzagrat. The trees themselves seem to writhe upon absent winds, their venom-mouthed branches snaking down to ensnare unwary travelers. Because Zrintor's oven gates are so versatile, the forest remains heavily traveled despite the inherent danger of the trees. No animals survive here, and only the firelight of torches and lanterns keeps most travelers safe from the trees.

From time to time, terrible forest fires beset the forest, setting the trees to piteous screams of terror and pain. Only Graz'zt himself can quench such a potent conflagration, but he is said to enjoy the keening of the dying vipers and seldom rushes to save them.

Zelatar

Graz'zt's magnificent capital crosses the borders into all three of his conquered layers. The Argent Palace exists on



all three layers simultaneously, but the city surrounding it is different on each layer, meaning that each of the city's three primary neighborhoods falls on a different layer. To make matters worse, Zelatar's streets wind and weave in a thoroughly perplexing manner that sometimes seems to defy the laws of reality.

Until someone has lived in the city for a year or more, he must rely upon a guide to find his way from one part of town to another (on purpose, that is). Otherwise, he must succeed on a DC 15 Search check to reach his destination.

Graz'zt has issued a decree giving merchants protection in his realm, and while his will is not uniformly enforced, it is law in Zelatar, where Material Plane "merchants" often receive a small retinue of tieflings and half-demons as their official guards while they remain in the city. The "guards" exist to watch the merchants as much as would-be bilkers, and Graz'zt is not above inviting a stranger to his abode simply to rob him of a particularly coveted magic item.

The city's three major boroughs are Fogtown, on the colorless 45th layer, cosmopolitan Gallenghast on the 46th, and Darkflame on the 47th layer, where heat and cold are reversed and torches flicker with blue and purple flames.

Fogtown: The poorest laborers of Azzagrat toil just outside the scythe-topped walls of this moody neighborhood, harvesting colorless edible fungi from the featureless plains surrounding the city. Fogtown is a place of slave gulags and rickety insane asylums, where hope is even more scarce than coin and violence lurks at the dark heart of every shadow.

Because the nature of the Triple Realm's 45th layer can make details difficult to remember, the city's inhabitants often use Fogtown as a rendezvous point or contraband drop, reasoning that participants are automatically safer when they cannot remember each other's faces.

Fogtown connects to Gallenghast, the heart of Zelatar, by way of a vast undermarket called the Queen's Causeway, named in honor of Zuggtmoy, Queen of Fungi. The gray, chalky fungus is Zelatar's primary food source, and the markets of the Queen's Causeway sell the usually tasteless stuff in a staggering array of flavors. Wide stairs at the south end of the market lead to Fogtown, while a much more well-traveled flight on the opposite side leads to Gallenghast.

The Queen's Causeway and nearly all buildings in Fogtown are currently threatened by a significant rat infestation, with a seemingly endless multitude thronging the streets and making life difficult for the inhabitants. The rats move to the instructions of Raxivort, a goblinlike creature that once served as Graz'zt's Master of Slaves before breaking into the Dark Prince's secret vaults and making off with incalculable spoils. Enraged at this betrayal, Graz'zt has ordered Raxivort destroyed, but the wily Night Flutterer has thus far eluded the Dark Prince's assassins.

Gallenghast: The largest of Zelatar's three neighborhoods is packed with the villas of demonic nobles and the markets of traders from every corner of the Great Wheel. Numerous inns and lodging houses of dubious character crowd the peripheries of vast market squares. Here and there, absent paving stones allow the natural light of the 46th layer of the Abyss to blast upward in vibrant towers of eerie luminescence, casting the neighborhood in moody lighting.

Visitors seeking a safe refuge often flock to Gallenghast's chapterhouse of the Planewalkers Guild, the rag-tag assembly that bases itself on the Infinite Staircase. The Staircase itself connects to a secluded doorway under an artist's studio in a deserted alleyway nearby. The artist, a sadistic ogre mage named Erballux Klint (NE male ogre mage expert 7), specializes in making statues of actual corpses, their resin-hardened organs, veins, and flensed skin peeled back to reveal a riot of natural coloration. Klint is a member in good standing of the Planewalkers Guild, and a handful of his animated life-statues protect the door from unwanted explorers. Interlopers who are not members of the guild can access the door to the Infinite Staircase by donating an unusual specimen to his studio's "waiting chamber."

A sweeping grass clearing near Gallenghast's walls attracts martial visitors throughout the year. These Hollowfield Grounds serve as the site of monthly tournaments known throughout the Abyss for their savagery and their extreme formality. Winning a particularly spectacular death match at the Grounds is enough to make any resident of Zelatar and instant celebrity, and might even warrant a personal audience with the Dark Prince himself.

The Chosen's Tabernacle, profane cathedral of Graz'zt's wicked cult, dominates the large central square of this neighborhood, bathed in the layer's eerie groundlight and casting dolorous shadows high into the air. The temple's high priestess, Lavendeth (CE female lilitu cleric 9), is a manipulative administrator with the appeal of a succubus and a head for dirty dealing that makes her a favorite consort of the Dark Prince.

Darkflame: The most remote of Zelatar's three neighborhoods, Darkflame is a haven for those who do not wish to be found. Graz'zt houses many of his deadliest assassins and agents within the district. All maintain deep cover identities that mask their true natures from even their closest neighbors. Shadow demons, succubi, and alkiliths abound in the twisting mazelike alleys, seeking out those who would use the obscurity of Darkflame to hatch seditious plots against their ebon-skinned prince.

A walled enclosure called Zul's Hanging Garden writhes with carnivorous plants in a thousand riotous colors. Their grasping fronts and snapping traps yearn to reach ever upward, toward the dangling feet of hundreds of impaled traitors kept impossibly alive by the powers of magical chains hanging from a glass ceiling. Their piteous moans are like music to the vines and creepers, who dine on their dripping blood and spilled bile. When a growth reaches a victim, his sentence is declared fulfilled and he escapes into the aromatic embrace of a vegetal death.

ADVENTURE HOOKS

Characters on Azzagrat might be drawn to one of the following quests:

The Willing Prisoner: An adventurer friend of the PCs vanishes while investigating a cult of the Dark Prince on the Material Plane, and magical inquiries as to his whereabouts suggest he has been taken to the slave pits of Samora. The PCs must rescue him before he is completely brainwashed by the seductive succubus slavemaster who now dictates his every action before his mind shatters and he convinces himself that he is meant to stay in Azzagrat with his "heart's desire" forever.

The Wares of Orilawn Rusk: A magic item of utmost importance to an unrelated goal of the PCs' was lost centuries ago, and not even the best divination spells reveal its locale. Only a mysterious mercane briefly visiting the PCs' home city seems to offer a chance, but following him to his associate Orilawn Rusk in Zelatar means braving the horrors of

Azzagrat. Rusk lives like a prince in a Gallenghast pavilion, where he offers to give the PCs the item they need if they eliminate a rival merchant lord who just happens to have the personal favor of the Dark Prince himself.

The Ebrunhoffer Contract: A wealthy retired general named Bilgn Ebrunhoffer (CN male human fighter 5/expert 4) contacts the PCs with an interesting offer. He agrees to make them minor lords in their present kingdom if they can sneak into Samora's Counting House and steal away all records of the pact with Graz'zt that allowed him to come to power 40 years ago.

Table 5–5: Azzagrat Encounters

d%	Encounter
01–20	A gang of four lamias (*MM* 165) has traveled all the way from the Material Plane to present Graz'zt with a gilded unicorn horn.
21–40	A rowdy band of twelve tiefling mercenaries (*MM* 209) claims to be descended from Graz'zt's former general Ebulon, and attempts to enlist the PCs on a mission to free their ancestor from his prison in the Wells of Darkness (layer 73). They slyly poison allies whom they do not fully trust.
41–55	A pair of half-fiend fraternal twins takes offense at some action of two PCs and challenges them to open combat on Zelatar's Hollowfield Grounds.
56–65	A shadow demon (*Book of Vile Darkness* 172) appears out of nowhere, claiming that Graz'zt "knows all about" the PCs and demanding a "bag of thirty larvae" to keep his mouth shut as to their current location.
66–75	A trio of succubi (*MM* 47) attempts to seduce a morally questionable member of the party.
76–85	A lilitu (see page 43) has mistaken the PCs for escapees from the pleasure pits of Samora and attacks immediately, swearing that she will return them to their servitude.
86–95	A broodswarm (see page 31) loyal to the night hag Zhelamiss appears and summons the PCs for a meeting with its master, who is finally ready to move against the Dark Prince and wants the PCs' help to cause a distraction.
96–100	A sibling of Graz'zt (Athux, Thraxxia, or one of your own design) takes personal notice of the PCs and attempts to determine whether they can be used as pawns in a political struggle against a rival sibling.

THE DEMONWEB

Layer Number: 66
Ruler: Lolth
Traits: No gravity (outside Lolth's Web), infinite

Some Abyssal layers are the realms of demon lords, and others are the realms of gods. The Spider Queen Lolth (described in Complete Divine 114, and in Deities & Demigods 81) is a demon that became a god, and her infinite realm is the nexus of some of the most nefarious plots in the Abyss. Lolth seeks to expand her realm by drawing worlds of the Material Plane into her cosmic Demonweb, gaining additional power with each conquest. The Demon Queen of Spiders covets the status of the most powerful gods and seeks to achieve their station through treachery, deceit, and murder.

The Demonweb takes the form of an immense network of overlapping 20-foot-wide floors of polished stone, each about three inches thick. Examination of the pathways reveals a subtle movement in the apparently natural patterns upon the stone, which constantly shift to form the twisted bodies and faces of condemned souls. Curved walls of sticky webbing surround the pathways, creating tube-like corridors. The webbing is only slightly adhesive—enough to feel strange but not enough to hinder movement. Climbing the web passage requires a DC 10 Climb check. The webbing is immune to fire, cold, and electricity, has hardness 10, and 20 hit points per 5-foot section.

A billowing infinity of putrid gray clouds suffuses the layer beyond the web tunnels. Characters who venture into the clouds must succeed on a DC 22 Fortitude save to resist being forever drawn into the chaos of the Abyss. Far beneath Lolth's Web, in wells of utter darkness, lie the dreaded Demonweb Pits.

Here and there, solid metal doors lead off from a pathway, apparently into the fog. These portals in fact lead to a variety of demiplanes and Material Plane worlds that figure into Lolth's political and military schemes. Many of these worlds have been utterly defeated by Lolth's minions and swarm with dark elves, demons, and other servants of the Queen of the Demonweb Pits.

In the Demonweb, evil or chaotic spells function as if cast by a caster of twice the normal level. *Web* spells spread out to fill twice the area they normally would. The save DC of the *poison* spell increases by 3. *Spider climb* lasts twice as long, as does any spell that summons any kind of vermin. Evil creatures heal naturally at twice the normal rate.

Within the Demonweb, teleportation is utterly impossible, blocked by Lolth's divine will. Certain of her most favored agents retain specially cursed geometric sculptures that allow instant travel to and from specific locations in the Demonweb. Common keys, in order of rarity and value, include iron pyramids, silver spheres, eight-pointed bronze stars, and pale blue crystal cubes.

Adventurers in the Demonweb must avoid the drow patrols that sweep the pathways as well as the demons and arachnid horrors that do Lolth's bidding. The numerous metal doors leading to other worlds bear no markings whatsoever, and trial and error remains the best means of exploration without native cooperation. In extremely rare cases, a persuasive PC might convince one of Lolth's servants to betray another, but none will ever betray the will of their beloved demon queen.

DENIZENS

Most permanent residents of the Demonweb are drow worshipers of Lolth, powerful and arrogant clerics who live to fulfill the dark whims of their goddess. These agents defend the layer from intruders and act as facilitators of Lolth's ambitions upon the worlds linked to her web. The Spider Queen's inner circle of advisors and agents commands respect in diverse Material Plane locales, and each member considers itself a major player in the politics of the Outer Planes.

Lolth favors personal breeds of demons such as the yochlols (see page 54) to the general kinds found on other layers, and these "handmaidens" of her divine will outrank even more powerful demons like balors and nalfeshnees bound to the Spider Queen, much to their chagrin.

Lolth: The Queen of Spiders embodies the absolute evil of the drow race. Her every move seethes with malice, and the depth of her viciousness has been known to surprise even those who know her well. Lolth is contemptuous of planar beings more powerful than her while at the same time disdaining those below her whom she considers enemies or pawns. She uses the playing pieces afforded to her by her widespread cult to plan numerous schemes upon Material Plane worlds, but she is keenly aware of when the time to plan is over and the time to act has come.

Lolth tempts even the most senior members of her clergy to be wary of betrayal, while always remaining on the watch for a chance to betray their enemies (who, in drow society, are often professed friends). No act demands Lolth's attention and admiration like treachery, and thus she favors those servants who achieved their station through guile and political ruthlessness. The Spider Queen is capable of showing great kindness to these favored servants, but her ultimate motivations are almost always purely manipulative.

Lolth often appears as a lithe, imperious drow regent when dealing with associates and underlings, but when battle breaks out she usually takes on a feral half-arachnid form with eight spider legs. Residents of the Demonweb are utterly loyal to their mistress, honoring her in an equal measure of admiration and fear.

Eclavdra: Lolth's chief diplomat and the supreme mortal ruler of her organization and multiworld religion is Eclavdra (CE female drow cleric 23; *Epic Level Handbook* 306), a ravishing priestess known for cruelty and complex scheming. Utterly without compassion and always thinking three moves ahead, Eclavdra ruthlessly eliminates rivals before they become threats, and her willingness to manipulate and discard her subordinates impresses even Lolth. In most cases she wears a sardonic sneer, but when in the presence of great planar personages she softens and shows the diplomatically appropriate deference.

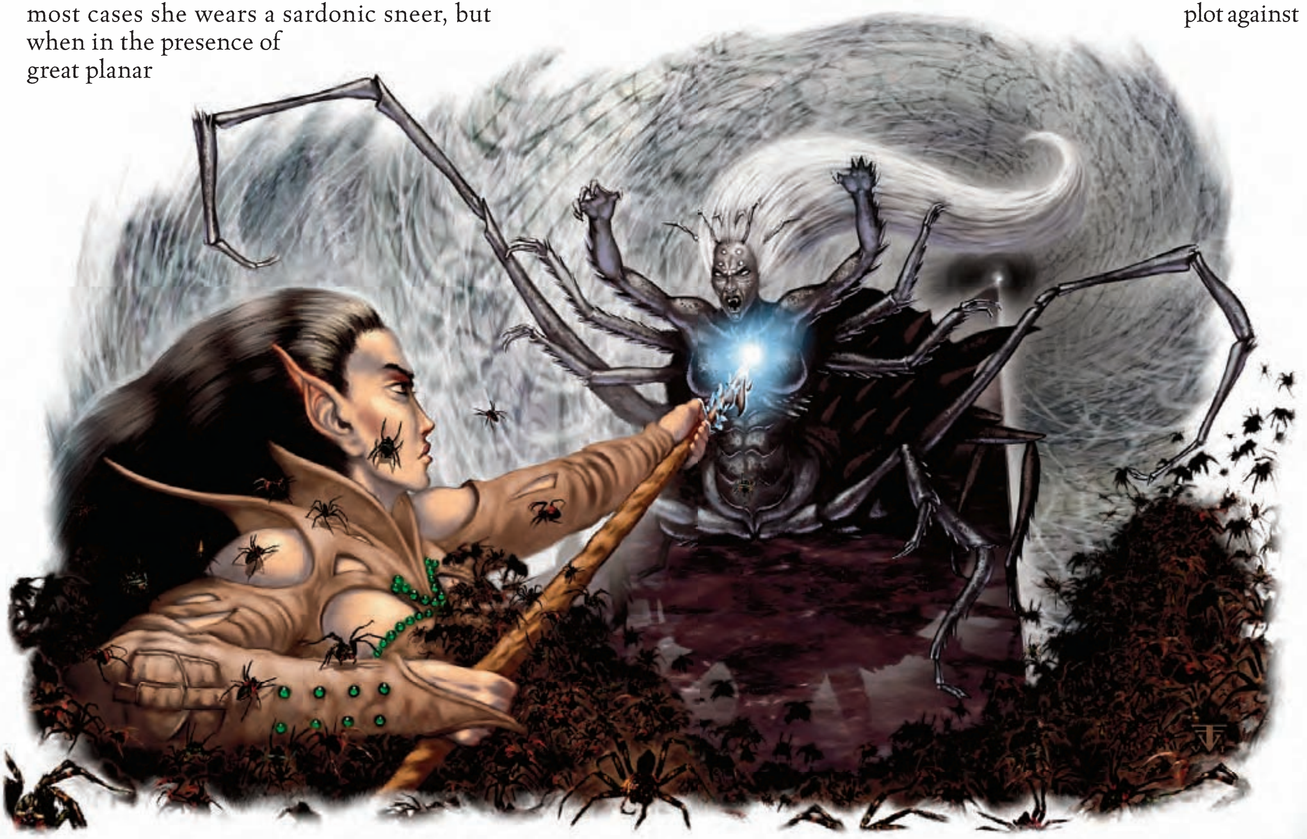
Eclavdra fell out of favor with Lolth in recent decades, after her alliance with the Elder Elemental God jeopardized Lolth's attempt to bring the world of Oerth into her Demonweb. Thereafter, Eclavdra appeared to abandon Lolth by serving as an ambassador of the demon prince Graz'zt, perhaps at the urging of the demon lord Verin. Eclavdra ultimately seduced and betrayed Graz'zt, thus regaining her status as Lolth's most favored mortal and earthly high priestess. The Queen of the Demonweb Pits admires ambition above loyalty and counts Eclavdra as one of the most ambitious denizens of the Abyss.

Gethshuq: When Lolth makes war upon a Material Plane world, she first sends her herald, a smooth-tongued 18 HD bebilith named Gethshuq. The arachnid creature soon makes himself known amid a large group of civilians, where he announces the pending arrival of the Spider Queen while simultaneously impaling the terrified commoners with his razor-sharp claws.

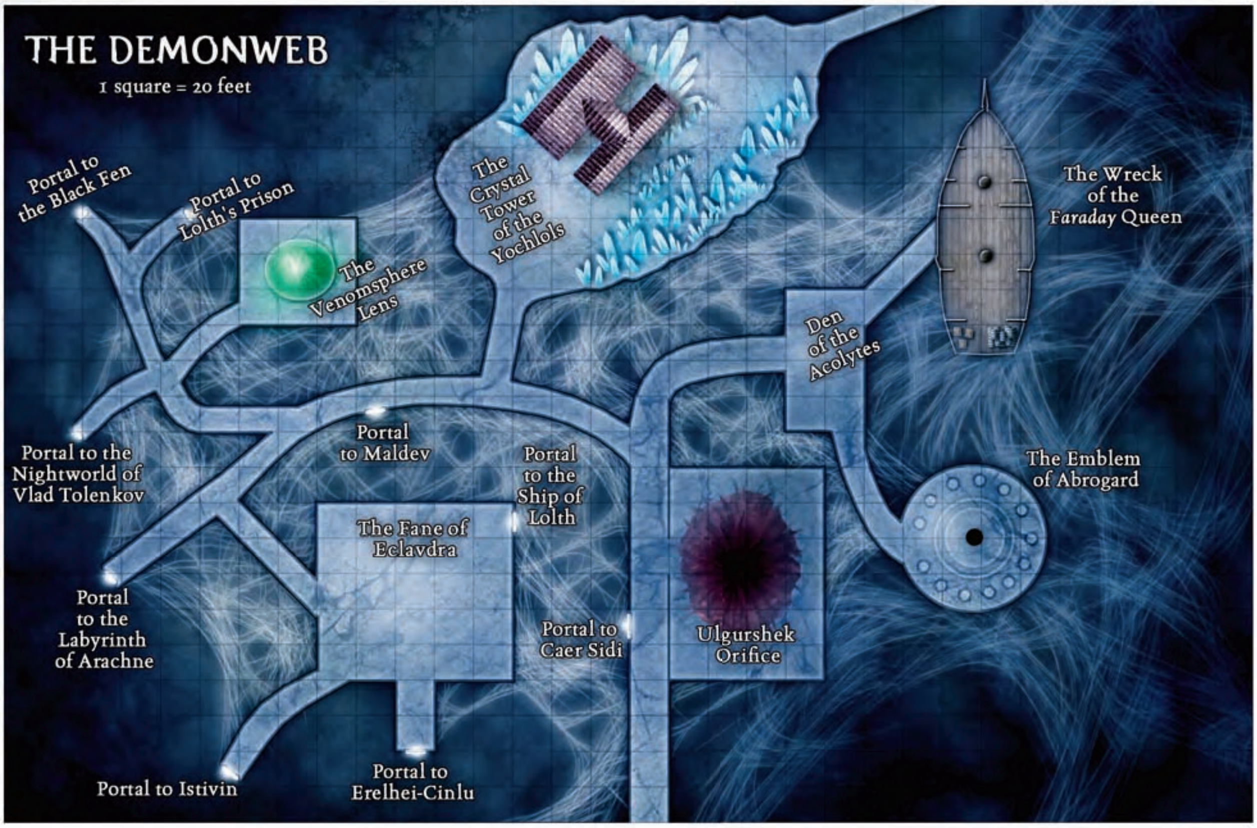
Since most bebiliths immediately attempt to destroy other demons, Lolth enjoys sending the obsequious Gethshuq on diplomatic missions to the courts of the demon princes, for she knows his presence alone is enough to unsettle them and give her the upper hand. The many-legged envoy relishes these opportunities, constantly deferring to the demons' status and power while at the same time reminding them of Lolth's divinity and influence in the mortal realm of the Material Plane.

Laveth: This daughter of Lolth and a handsome male drow wizard is far from the only progeny of the Spider Queen resident in the Demonweb. Unlike many of her half-brothers and sisters, who constantly plot against

Illus. by F. Vohwinkel



Death reigns in the Demonweb


THE DEMONWEB
1 square = 20 feet
Portal to the Black Fen
Portal to Lolth's Prison
The Venomsphere Lens
The Crystal Tower of the Yochlols
The Wreck of the Faraday Queen
Den of the Acolytes
Portal to the Nightworld of Vlad Tolenkov
Portal to Maldev
Portal to the Ship of Lolth
The Emblem of Abrogard
The Fane of Eclavdra
Portal to the Labyrinth of Arachne
Portal to Caer Sidi
Ulgurshek Orifice
Portal to Istivin
Portal to Erelhei-Cinlu

each other, Laveth (CE female drow sorcerer 7/arachnemancer 10; Underdark 28) is wasting no time. She instead wishes to betray Lolth herself and claim the Demonweb as her own. She has a few lower-echelon drow leaders on her side and recently managed to acquire the aid of a band of slaadi mercenaries, who now stand poised to provide a distraction that will give Laveth an opportunity to perform a ritual called the Harrowing designed to grant her control over the layer. Characters who aren't put off by Laveth's ruthless ambition and who are willing to brave her lair deep in the darkness of the Demonweb Pits might find a useful ally against Lolth, since Laveth has agents within even the yochlols, and remains ready to strike.

Lieutenants: In addition to Eclavdra and the yochlols, Lolth relies upon a network of lesser lieutenants, each with responsibility over a specific portion of the Demonweb. The most powerful of these servants are Minolin (CE female drow cleric 12/fighter 9), Riklaunim (CE male drow fighter 5/wizard 16), Lirdnolu (see below), and Adinirahc (CE male drow cleric 14/fighter 4).

LOCALES

Because the Demonweb touches so many worlds and demiplanes, it offers a huge variety of locations and potential adventure sites. DMs should not feel limited by the selections offered here, and adding a new location (or the PCs' home world) to the web is as easy as adding a door to a corridor wall.

The Black Fen: Lolth uses this desolate, mountain-ringed Material Plane swamp as a breeding ground for some of her foulest experiments. Cypress trees choked with moss and creepers form natural highways in the muck, which extends about 100 miles in all directions. Plants are lush, but possess an unwholesome hue.

Caer Sidi: A doorway off Lolth's Demonweb leads to the Kingdom of Caer Sidi, upon an obscure Material Plane world. The portal opens to reveal an overgrown woodland and, beyond that, a well-manicured garden surrounding a beautiful, turreted castle situated atop a small hill. The sky above is locked in an artificial twilight, the sun always tucked away behind a dark bank of clouds.

A community of just under 100 elves calling themselves "the Pharisees" command this castle, bolstered by an impressive army of hobgoblins, gnomes, and trolls. The neutral evil elves, led by the ambitious Duke Alfric (NE male elf fighter 7/wizard 11), make slaves of their world's dwarves, orcs, and kobolds, but greet visitors warmly with promises of a feast in their honor. The haughty Pharisees of Caer Sidi claim that their remote location makes each visitor a cause for celebration.

Duke Alfric and his cunning consort Meriven (NE female elf rogue 14) recently negotiated a truce with Lolth after an invasion that lasted nearly a decade. Alfric seeks to undermine Lolth and enthusiastically supports any of her enemies, donating minor magic items to the cause and even standing by during initial forays. As the characters grow more and more powerful, however, Alfric betrays them in hope of currying favor with Lolth.

Crystal Tower of the Yochlols: An immense chunk of rock ensnared in the Demonweb bursts with huge crystal shards, giving this web-walled chamber a subterranean character. A looming tower of purple crystal stands atop the stone. The fortress is home to nine demonic handmaidens of Lolth, who have been ordered to protect this section of the Demonweb and the numerous portals to other worlds found therein. Identical crystal towers in other regions of the layer house additional cabals of yochlols. Drow sometimes bring particularly potent captives to the yochlols to ensure that their confessions reach the ears of Lolth herself. Accordingly, each crystal tower comes equipped with a fully operational interrogation chamber.

Den of the Acolytes: A stone rectory plucked from a Material Plane world houses about three dozen clerical acolytes of Lolth. Ranging from 6th-level aspirants to 18th-level matriarchs, these fanatics have dedicated their lives to serving the Spider Queen, and they are not afraid of dying in that service, fully expecting to be reincarnated as yochlols.

The area is administered by one of Lolth's lieutenants, an inflexible sadist named Lirdnolu (CE female drow cleric 14/fighter 7). The lesser clerics who study and scheme here dare not disobey her cruel and inventive instruction.

The Emblem of Abrogard: A wide brazier at the center of this cylindrical stone chamber holds a five-pointed stylistic metal star about the size of a round steel shield. The symbol rests in a shallow pool of black blood drawn from the cooling corpse of Abrogard, the primary evil deity upon the world of Guldor, which Lolth subjugated decades ago and is in the process of drawing permanently into the Demonweb as a distinct layer of the Abyss.

The Emblem of Abrogard houses the only remaining traces of its creator's divinity, bathing the chamber in wicked energies. All spells with the evil descriptor cast within the chamber are extended and empowered as per the Extend Spell and Empower Spell metamagic feats. The caster need not alter the level of the spell in question to benefit from this effect.

Erelhei-Cinlu: A door portal off the Fane of Eclavdra leads directly to an ostentatious temple of Lolth overlooking the drow city of Erelhei-Cinlu, deep below a mountain range on Eclavdra's home world. The city rests within a vast chamber called the Vault of the Drow and is home to evil creatures such as illithids, rakshasas, and troglodytes. Sneaking through the well-attended temple will prove extremely dangerous, but access to the sordid markets and arcane secrets of Erelhei-Cinlu might just be worth the risk.

The Fane of Eclavdra: This huge natural cavern with an intricately carved basilica roof serves as a major anchor for the Demonweb. The three-towered citadel within houses nearly 100 accomplished dark elf warriors and clerics who serve Eclavdra, the ruler of Lolth's forces on the layer. Eclavdra's chambers dominate one of the structure's three towers, but the cleric's business keeps her away from the complex more than 70% of the time. When in residence, she usually lounges upon a throne situated atop a 30-foot-tall stone pyramid, scolding her inferiors for their indolence while at the same time bolstering their enthusiasm for the worship of Lolth and the defense of the Demonweb.

Istivin: One of Lolth's most ambitious recent stratagems involved an attempt to draw the human city of Istivin (and eventually the surrounding countryside and world) into the Demonweb. Doing so meant aligning with several tribes of hill, frost, and fire giants as well as Underdark denizens such as kuo-toa, bugbears, and troglodytes to cause unrest on the surface world that would confuse things and leave Istivin's heroes on unsure footing. Eclavdra herself earned her patron's admiration as the architect of this intricate scheme, running the operation out of the dark elf city Erelhei-Cinlu (also connected to the Demonweb). But the nexus of the Abyssal incursion came in Istivin, which found itself enveloped in a black magical hemisphere that brought it partially into the Abyss.

During that period of connection, a disembodied Abyssal entity known as the Malgoth slipped into the Material Plane, finally escaping the imprisonment in the raw chaotic matter of the Abyss it had endured for thousands of years. Once a powerful obyrith, the Malgoth was hunted down upon the hunting fields of Spirac, on the 72nd layer of the Abyss, by a consortium of seven demon lords. This defeat helped to mark the rise of the tanar'ri in the centuries following the retreat of the Queen of Chaos.

Bizarre shadows and tragic coincidences now haunt the so-called City of Shadows, whose marquis recently vanished and whose citizens totter on the nervous edge of revolt against his distrusted wife. The character of the Malgoth has become the character of Istivin itself, and the city grows more desperate and violent by the day.

Although Lolth's Istivin plot ultimately failed (temporarily bringing Eclavdra out of favor), the Spider Queen keeps a doorway into the city, in part out of curiosity regarding the Abyssal entity currently inhabiting it. The door opens into an alley off the city's central Qualtaine Square, and allows passage back to the Demonweb only to those who used the gate to get to Istivin, keeping anyone who accidentally stumbles upon the portal from entering the Abyss.

The Labyrinth of Arachne: The doorway opens into the corner of a 100-foot-square stone chamber illuminated by a film of phosphorescent purple fungi coating the walls and ceiling. Twigs, dried bones, and tattered rags litter the sandy floor, and five identical doors mark the opposite wall. These doors lead to a bewildering maze in which Lolth breeds new kinds of spiders and spider amalgamations. The maze has no known exit and does not touch upon the surface of the Material Plane world from which it was excavated. Lolth's servants sometimes release prisoners into the Labyrinth to slake the hunger of the maze's spidery inhabitants.

Lolth's Prison: Prominent enemies of Lolth who (by resilience or charisma) cannot be destroyed often find themselves exiled to Lolth's Prison, a tiny flat world with a diameter of about 2,000 yards. Five small suns glow through the surrounding inky starfield, ranging in color from red to white. A huge bone colossus guards several caged prisoners.

Maldev: One doorway on the Demonweb opens upon a wide valley nestled between tall, sharply pointed mountains resembling stalagmites on the defeated Material Plane world of Guldor. The sky is bluish-purple and partly overcast, obscuring a sun resting low against the mountainous horizon. Stars hang heavy in the sky like ripe moons.

Some seven miles distant a great fortress of sleek stone turrets and battlements built into a towering conical mountain plugs the subterranean highway to the mountain dwarf kingdom of Maldev, the final refuge of good to fall to Lolth's invasion of this entire Material Plane world. The beautiful, nigh-impregnable fortress—Kandelspire—is currently home to Kiaransalee, the drow goddess of vengeance and undeath. The Vengeful Banshee feels at home among the ghosts and howling spirits of the anguished fallen heroes who died in utter defeat, viewing the haunted realm as an appropriate redoubt in which to regain her strength and prestige after her humiliating defeat at the hands of Orcus over rulership of the 113th layer of the Abyss.

Female clerics of Kiaransalee and their skin-stripped quthmaren servitors occasionally abandon Maldev to serve Lolth as assassins or help her combat an undead-using foe.

The Nightworld of Vlad Tolenkov: A sole doorway leads from the Demonweb to the forlorn courtyard garden of a moribund castle situated upon a sunless Material Plane world. What few lichens and carnivorous plants still manage to eke out a living here do so only with the help of ancient magic employed by the master of the castle, the vampire lord Vlad Tolenkov (CE male human vampire wizard 15). Tolenkov is but one of an extremely powerful and influential cabal of vampires known as the Union of Eclipses, whose dominion spans multiple worlds of the Material Plane. Each member of this order claims to be its rightful ruler, but in fact all swear themselves to the noble court of Kanchelsis, a vampire demigod who dwells within the infinitely adaptable Lair of the Beast and Mansion of the Rake on the 487th layer of the Abyss. Lolth holds this dark royalty in admiration and treats Tolenkov as a diplomat, lover, and strategic consultant.

The Ship of Lolth: This portal is distinct from the others leading off the Demonweb, for it consists of a pair of bronze doors, each 15 feet tall and 10 feet wide. The face of the doors is smooth and featureless except for a small cube-shaped depression in the center of the left door. Pale blue cube teleport keys (see above) fit perfectly in the depression, and when so placed a cube glows faintly for one minute, after which the doors open to reveal a flat desert under a purple sky. Spells such as *knock* and *passwall* also allow passage, but no amount of physical force will open the doors.

About a mile from the portal stands a massive metal building with the aspect of a colossal spider, two bulbous connected chambers of bolted panels gingerly supported by eight delicate legs. The ship, a fortress in its own right, is the dwelling place of Lolth herself, and doubles as a vessel of war on the occasion of decisive incursions against the domains of the Spider Queen's enemies. The myths of most Underdark cultures suggest that priceless treasures and deadly traps pack the innards of the vehicle, which is also thought to house a black dragon and white dragon, several savage humanoids, a dozen yochlols, and numerous drow retainers and servitors who see to Lolth's every need.

The Venomsphere Lens: A massive globe of flesh and metal sloshes with every movement, seeping a syrupy poisonous liquid upon the marble floor of this large chamber. Characters bearing an eight-pointed bronze star teleport key (including Eclavdra, Gethshuq, and the other lieutenants) can command the sphere to focus upon any location on the Material Plane, which it does by spinning in a succession of different directions while remaining fixed in place. Suddenly, the movement stops and the sphere's surface seems to grow an organic window that reveals a perfect image of the desired location. Lolth and her agents use the venomsphere lens to screen candidate worlds for possible invasion.

The Ulgurshek Orifice: A wheezing, spattering orifice of tongue-red flesh fills a massive stone-walled chamber attached to a main thoroughfare in the Demonweb. The undulating sphincter lazily devours anything placed upon it, gently transporting the waste material to the bizarre Abyssal layer known as Ulgurshek. The Fraternity of Order catalogues Ulgurshek as the 92nd layer of the Abyss, designating it a "living layer" to account for its apparent sentience. The layer appears to be composed of the innards of some impossibly huge creature. Veins flow like rivers through vast tunnels of organic matter. Fleshy organs the size of boulders hang like fruit from the distant ceiling, secreting corrosive fluid onto living fields soaked in natural acids. Nothing survives for long within Ulgurshek, and Lolth's minions use the Orifice as an efficient garbage sluice and prisoner disposal.

Only Lolth and a handful of her most trusted servitors and progeny know the truth, that Ulgurshek is not a part of the Abyss but is in fact an immense living creature from the dawn of time called a draeden. The godlike being had already fallen into torpor when the Outer Planes themselves took form. Ulgurshek wasn't captured by the Abyss—it grew around him as his dormant form drifted through the raw creative matter of the multiverse. Confined by reality, Ulgurshek has no hope of escape. Because its memory plumbs a time-lost era unknown even to the obyriths, Lolth occasionally ventures into Ulgurshek to consult it on some sagely matter, and perhaps probe it for tales of the strategy of its ruthless now-lost brethren. In return, Lolth pledges to hunt out signs of Ulgurshek's race elsewhere in the Great Wheel.

The Wreck of the Faraday Queen: A 140-foot-long sea vessel of human design has been drawn into a little-used corner of the Demonweb. The ship's bow proclaims itself the *Faraday Queen*, but it has obviously been centuries since the ship last touched water.

The *Faraday Queen* is currently home to a small colony of eight araneas who seek to serve Lolth but who have not yet made an impression strong enough to linger in the Spider Queen's memory. A ship's log rests among scattered treasure claimed by the aranea headman. The journal suggests that the human crew initiated something called the Barbatos Device while on the open sea, and were immediately transported to the foggy raw chaos of the Abyss, from whence the ship was plucked to become part of the Demonweb. No traces of this device exist, but mentioning it in the presence of Eclavdra or Lolth is sufficient to earn an immediate death sentence. They clearly know of the plane-spanning artifact and might once have possessed it, but it now rests in the hands of a rival demon lord.

ADVENTURE HOOKS

Characters intent on exploring the Demonweb might be drawn to one of the following quests:

The Abrogard Agenda: An unrelated goal of the PCs requires them to harvest a drop of blood from a god, and research on the matter eventually leads to a tale about the black vitae of Abrogard soaking his emblem in the Demonweb. Sneaking in and out of the Demonweb requires incredible subterfuge or diplomatic skill, and to make matters worse, the PC who interacts with the blood must struggle to stave off a domination attempt by the pathetic remnants of Abrogard's shattered psyche.

The Garodel Wedge: Young Prince Garodel is the great hope of a divided elf people, the precocious child of two rival faction heads. His sacrifice in the Fane of Eclavdra will bring strife to the PCs' elf allies, who implore them to venture into the Demonweb to rescue the pitiful elf-child.

Dark Ambition: On an early mission in which they defeat low-level drow operatives, the PCs come to the attention of Lolth's lieutenant Minolin, who thereafter tracks their career and makes note of their greatest triumphs. Finally, she contacts the PCs and provides them with detailed floor plans of the Den of the Acolytes, an eight-pointed bronze star teleport key, and keyword bypasses to most of the edifice's traps on the condition that they promise to eliminate her rival, Lirdnolu.

Table 5–6: Demonweb Encounters

d%	Encounter
01–10	A lone yochlol (see page 54) wanders the stone platform, head bowed in silent contemplation. If surprised, the creature is in its natural form and is delivering a message from a powerful agent of Lolth to subordinate priests. If it is aware of the PCs, it instead takes the form of a victim trapped in the Web of Lolth and attempts to ingratiate itself into the party's good graces to learn more about why they have come before betraying the PCs at a key moment.
11–20	A merciless drow priestess (CE female drow cleric 12) drives a cluster of four chwidenchas (*Fiend Folio* 34) to exile.
21–30	A trio of playful succubi (*MM* 47) bicker among themselves, oblivious to others. They attack only if provoked, otherwise assuming the PCs to be natives of the Demonweb.
31–40	An energetic, sarcastic marilith (*MM* 44) named Jessilyn wanders the pathway in search of novices avoiding services at the Den of the Acolytes.
41–60	A drow priestess (CE female drow cleric 12) leads a squad of six guards (CE male drow fighter 8) on a regular sweep of the Demonweb.
61–70	A 16 HD gray render (*MM* 138) wanders the Demonweb in a brutal haze, having just clawed its way out of Lolth's Maze.
71–80	Three hezrous (*MM* 44) unexpectedly burst from a nearby doorway and immediately close to attack, mindlessly defending the Demonweb from intruders under the psychic suggestion of the Spider Queen herself.
81–90	A taciturn male drow servant of Lolth (CE male drow sorcerer 11) leads a small company of six dominated driders (*MM* 89) to a nearby door, planning to loose them upon a Material Plane world.
91–95	A hideous web golem (*Monster Manual III* 74) detaches from a web clot upon a nearby wall and silently attacks, a living part of the natural defenses of the Demonweb.
96–100	A personage of great import (Gethshuq, Lirdnolu, Eclavdra, Vlad Tolenkov, Laveth, Lolth, or a minion of your own design) confronts the PCs for their brazen intrusion.

THANATOS

Layer Number: 113
Ruler: Orcus (see page 73)
Traits: Minor negative-dominant, finite

Orcus, the fat-bellied ram-headed Prince of Undeath, is one of the most powerful demons in the Abyss. Even some of the plane's deities hesitate in fear upon the briefest mention of his name, for Orcus is more than just a demon. He is a legend that grows stronger and stronger with each revolution of the Great Wheel.

Orcus began life thousands of years ago as a wicked mortal whose vile deeds eventually resulted in his death. Thereafter his soul manifested upon the Abyss as a larva, then a mane. In that form he toiled long centuries under the lashes of now-forgotten demon lords, eventually managing through sheer will to evolve into a rutterkin. The *Demonomicon* of Iggwilv suggests that Orcus next became a nalfeshnee, and that he sat upon the 400th layer's Court of Woe during the era of the githyanki revolt against the illithid empire. Eventually, Orcus conquered the 113th layer and became a demon lord with the appearance he retains to this day.

Ash-gray clouds fill the cold black skies of Thanatos, the Belly of Death, where daylight never intrudes. The layer's immense, melancholic moon changes phases at random when covered by clouds, making time difficult to measure. A handful of cities crouch upon the layer's vast tundras, havens for the mortal and immortal cultists who seek to emulate the life of their demonic patron. Outside the cities, roving hordes of thousands of undead roam across the land in search of flesh. The strongest and most ambitious of Orcus's thralls attempt to dominate and command these armies, leading them on invasions of the Material Plane and the layers of rival demon princes like Graz'zt and Demogorgon.

Due to the layer's minor negative-dominant trait, all living mortals on Thanatos take 1d6 points of damage per round. *Death ward* and similar spells negate the damage for their duration. Mortal creatures that die upon Thanatos rise as undead (usually zombies) 1 hour after their death. Chaotic evil mortals sometimes instead become manes, dretches, or rutterkin. This process can be halted by *raise dead* or *limited wish* and can be reversed by *resurrection*, *shapechange*, *miracle*, or *wish*. Undead on the layer receive fast healing 3.

Because of the thin air, all living creatures must succeed on a DC 18 Fortitude save each hour to resist becoming fatigued. Fatigued characters must succeed on the same save or become exhausted. Characters who become exhausted on Thanatos immediately begin to suffocate (*DMG* 304).

Very little plant life exists on Thanatos. Mortals wishing to find sustenance must rely upon the indigenous mosses, molds, and fungi, and even these grow only in relatively temperate locales like Lachrymosa or Orcusgate.

Good-aligned visitors stand little chance of survival on Thanatos without the assistance of the Dustmen, members of a shattered faction who manage to eke out a grim existence here after being exiled from the city of Sigil on the Outlands. The remnants of the faction house themselves in the otherwise abandoned city of Vadrian, but generally have an outpost in all of the cities of Thanatos. The Dustmen know the layer well and offer their services as guides for the right price. For some reason, the native undead usually ignore anyone accompanied by a member of the faction. Not so the mortal Skull Lords and the immortal fiends, who often seek out parties led by Dustmen guides lest anyone get the impression that it is easy to survive in the Abyss.

DENIZENS

The cult of Orcus seeks to follow in its patron's blasphemous footsteps, crawling through the ranks of demonkind to become demon lords in their own right. Demonic members cherish their mortal memories and consider their entire existences part of an ongoing continuum.

Orcus urges his mortal followers to wreak great subterfuge and destruction upon the Material Plane. Leaders in his order call themselves Skull Lords and often command numerous undead creatures and servitor demons as well as an egalitarian clutch of cultists from all walks of society. Orcs, half-orcs, ogres, giants, and humans predominate his flock. When a Skull Lord achieves sufficient influence upon his home world (such as by taking control of a savage humanoid tribe or maneuvering himself into a city's political inner circle), Orcus himself sends his servant an omen designed to woo the champion to Thanatos. These invitations come only to characters of 15th level or higher and are not offered lightly.

When they arrive in Thanatos, Skull Lords are expected to wrest control of a wandering undead horde from the Plains of Hunger and lead that force on an invasion of a Material Plane world or the Abyssal enclave of one of Orcus's foes. Those who succeed take the title Skull King, returning to their world with the dark blessings of Orcus himself; those who fail are reanimated as liches in the haunted city of Golmin Thur and remain upon Thanatos forevermore. When Skull Kings die, their souls return to Thanatos not as larvae, manes, or rutterkin, but rather as more powerful "true" tanar'ri such as vrocks or even nalfeshnees.

Orcus: Those who have served Orcus longest claim that the Prince of the Undead was once mortal, and that his long struggle from larva to balor to demon lord instilled in him an instinct for survival that has allowed him to cheat death itself. Centuries ago, the drow goddess Kiaransalee deposed Orcus, who had grown complacent with his endless campaign of stalemates with Graz'zt and Demogorgon. But even a treacherous death was not enough to destroy Orcus forever. A sliver of his essence survived, taking the name Tenebrous and forever changing the multiverse by discovering the Last Word, an utterance so powerful it could kill gods. As he scoured the Great Wheel searching for his infamous wand, Tenebrous used the Last Word to slay several deities, including the illithid god Maanzecorian, the archomental Bwimb, and Camaxtli, Lord of Fate. Eventually, Orcus reassumed his previous name, form, and vigor and deposed Kiaransalee to once again command all of Thanatos.

Orcus has no particular affinity for the undead, seeing them as useful tools in the constant struggle for more and more power. This pursuit has defined his entire existence and fuels his hatred of rivals and those whom he perceives as failures and traitors. Although Demogorgon commands more prestige in the Abyss, Orcus is closer to becoming a god, and his growing cult is the largest of any demon lord.

The Prince of the Undead returned to Thanatos only in the last few years, and much work remains to remove the taint of Kiaransalee and her worshipers. Those demons that swore fealty to the drow goddess have generally met with destruction or conscription as part of Orcus's tribute to the Blood War. A few mortal and intelligent undead followers of the Vengeful Banshee remain in secret enclaves, quixotically plotting revenge against Orcus for the sleight to their divine patron.

Wars against Graz'zt and Demogorgon continue, with lesser players such as Zuggtmoy and Malcanthet becoming more difficult to ignore. His enemies seldom make war upon Thanatos, for they know that Orcus's legions are truly endless, and that slain soldiers would automatically return to life as zombies under the dominion of the Prince of the Undead.

Eldanoth: When Kiaransalee destroyed Orcus, many of the demon lord's former slaves escaped their servitude and imprisonment. Some served the drow goddess out of gratitude, while others like Eldanoth served only themselves. The demon fled Thanatos, eventually venturing to the haunted 359th layer, known as the Arc of Eternity. There, Eldanoth rules a kingdom of snakes and manes from a copper fortress situated on a rocky plain. The demon lord seeks to become a god of crime and hatred, and his dark doctrine has many adherents on Thanatos, the layer of Eldanoth's origin.

In the centuries of Orcus's exile, Eldanoth became something of a folk hero to many of the layer's demonic cultists, whose faith in the Prince of the Undead took a hit when he appeared to have been slain himself. Upon his triumphant return to Thanatos, Orcus cleansed his cities of all traces of Eldanoth's following, but some sacred texts and dark hymnals remain. Eldanoth has never returned to Thanatos, but his agents secretly see to his wishes by sabotaging important events and weakening Orcus's reemerging political might.

Eldanoth appears as a smiling male tiefling with snakes growing from his fingertips. His symbol is a snake wreathed in blue flames.

Glyphimhor: This powerful balor has served Orcus for countless centuries and paid for his loyalty with his life shortly after the invasion of Kiaransalee. Thereafter Glyphimhor existed as a column of light able to communicate with others but unable to manipulate the world around it. After much experimentation, Orcus managed to return the demon to his natural appearance and abilities.

Glyphimhor currently commands the city of Lachrymosa, Orcus's nominal capital and coincidentally the locale from which Kiaransalee launched her final assault against the Prince of the Undead and from which she ruled. The balor is fanatically loyal to his master, and it doesn't hesitate to slay perceived enemies, but those who manage to change his attitude from hostile to friendly can make a genuine appeal to convince him to betray Orcus with a Bluff or Diplomacy check opposed by the demon's Sense Motive check (modifier +30).

Sleepless: The black-skinned molydeus responsible for marshalling Orcus's conscripts for the Blood War is held in fear by all of the layer's inhabitants, who do not wish to be pulled into the Blood War and probable eternal destruction. The demon appears to be everywhere at once precisely because Sleepless is, in fact, two identical creatures that operate at different times and places throughout Thanatos. The molydei murder anyone who discovers their secret.

LOCALES

Specific locations of interest on Thanatos include the following:

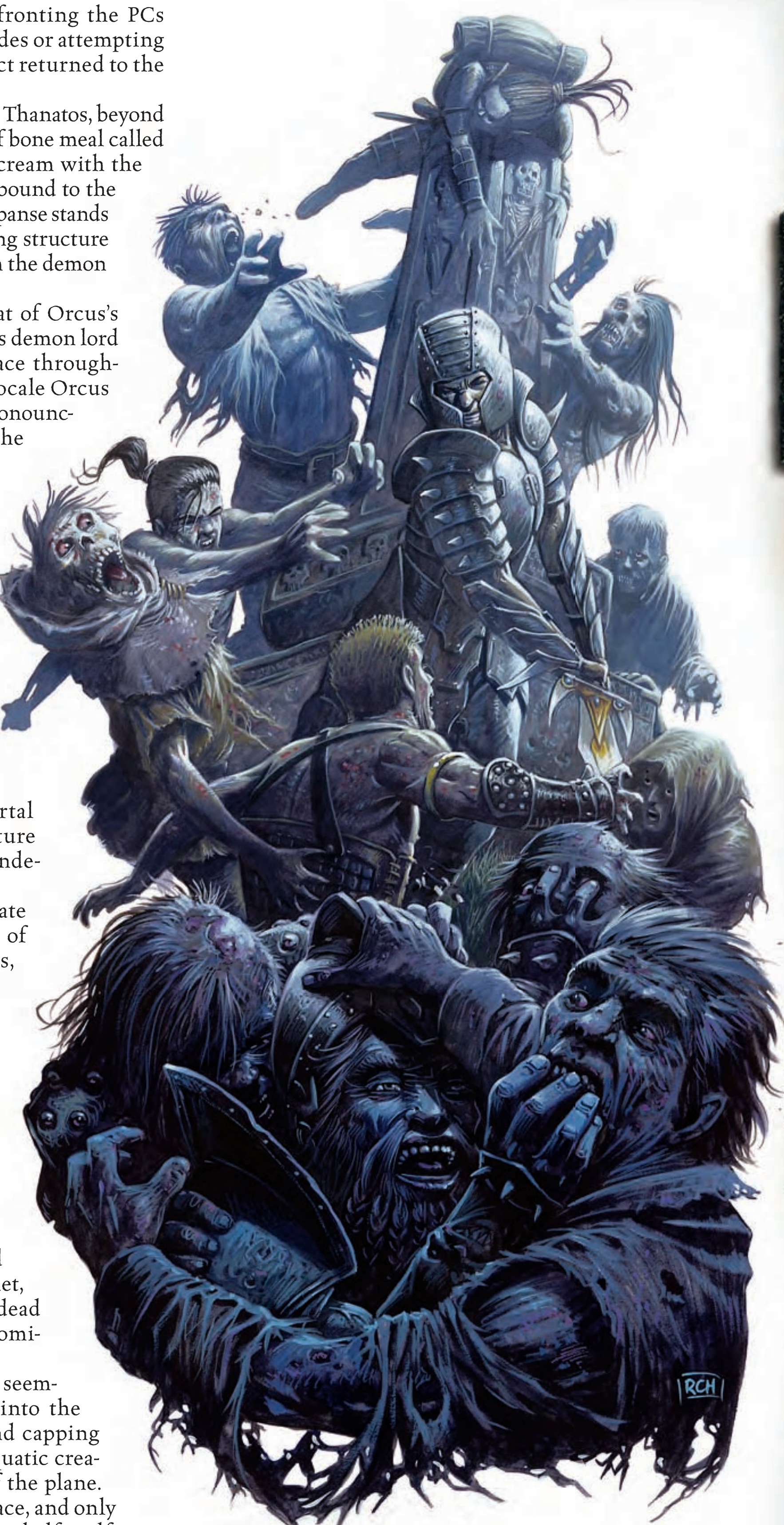
City of Straight Curves: This frozen-over port city clusters with docks and flat-bottomed river skiffs, but the ice-choked river allows no traditional traffic, and the community has taken on the character of a ghost town over the centuries. Although it remains relatively free of the undead found elsewhere on the Plains of Hunger, the city is no safe haven, for its very appearance serves to woo visitors so that they might never escape. Streets that appear to be straight in fact loop back upon themselves and bend in extradimensional ways, all at the whim of Glursidval, a scheming mature nabassu (see page 48) who delights in playing illusion-fueled mind games with his visitors. The demon's favorite schemes involve confronting the PCs with the illusory shades of fallen comrades or attempting to convince the PCs that they have in fact returned to the Material Plane.

Everlost: On the periphery of civilized Thanatos, beyond the Final Hills, rests a sprawling desert of bone meal called Oblivion's End. Howling windstorms scream with the cries of lost incorporeal undead, forever bound to the desolate wasteland. At the center of this expanse stands the massive fortress of Everlost, a towering structure built from countless bones retrieved from the demon prince's Material Plane conquests.

Everlost is and has ever been the seat of Orcus's power on Thanatos, although the hideous demon lord can manifest himself from place to place throughout the layer at will. From this remote locale Orcus issues decrees to his cult and enemies, pronouncing death sentences that soon reach the ears of his debased followers all over the multiverse. The Prince of Undeath is unconcerned with details, preferring to let his underlings worry about how to enact his grand designs. His chief diplomat and castellan is Harthoon (CE male human lich sorcerer 19; *Book of Vile Darkness* 140), a capable administrator who moonlights as a master embalmer. His vast operating theater contains scores of metal slabs with perfectly preserved corpses kept fresh with a secret chemical admixture. Harthoon plans to animate these corpses as sleeper agents in mortal kingdoms, where their preserved nature will allow them to blend in as nearly undetectable spies.

The Final Hills: These dry, desolate hills separate Orcus's personal realm of Oblivion's End from the rest of Thanatos, and the haunting creatures that dwell within serve to ensure that those who pass through the hills do so only at the invitation of the Prince of the Undead. Crypts built into the craggy hills contain spectres, mummies, and dry liches (Sandstorm 155). A remote crag northwest of Lachrymosa conceals the entrance to the Valley of the Crypt Things, a bewildering maze of natural defiles and canyons that eventually dips below the surface of Thanatos and connects to the Endless Maze of Baphomet, on the 600th layer of the Abyss. Vile undead known as crypt things (*Fiend Folio* 36) dominate the region.

The Frozen Sea: South of Naratyr, the seemingly endless Frozen Sea extends far into the horizon, a frigid desert of icy wasteland capping unknown depths filled with hideous aquatic creatures seldom seen by the inhabitants of the plane. The ice extends for miles below the surface, and only a few ancient citadels built into the frozen shelf itself connect to the ocean's watery depths. Some explorers among the Dustmen claim that the sea spans so far to the south



Thanatos, the Belly of Death

Illus. by R. Horsley

that it eventually thaws and abuts the trans-layer Abyssian Ocean, but few who have set out to prove the theory have ever returned with their sanity (or lives) intact.

Here and there enormous ancient shipwrecks peak up from the biting plain, entombed in ice far from the shore. One such vessel, known as the Shadow, serves as an enclave for Kiaransalee-worshiping drow and servitor beasts who wish to see Orcus humbled for his affront to their lady. The Shadow offers a debased sort of hospitality and safety from Orcus's forces, but the servants of Kiaransalee are every bit as debased as the demons and undead of Orcus, so the ship is hardly an ideal sanctuary.

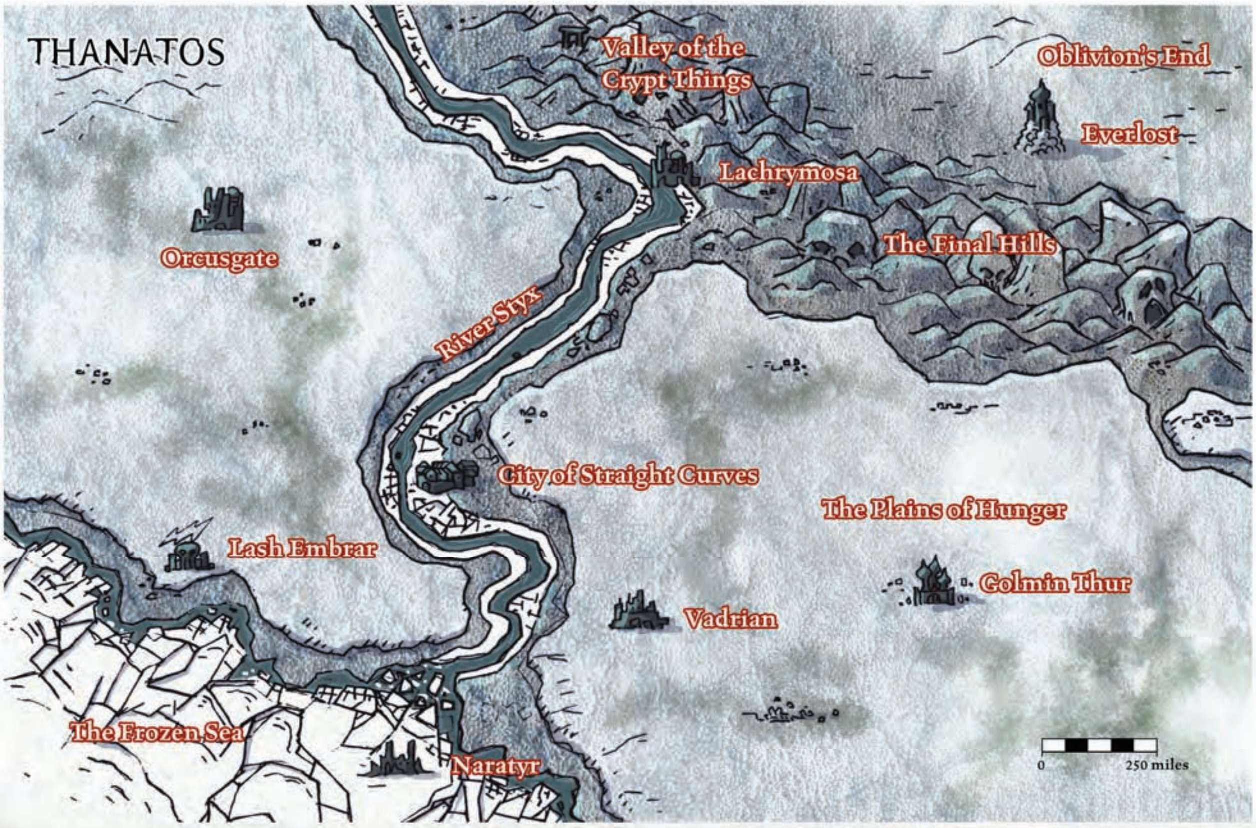
Lachrymosa: A series of rust-red geysers that spurt steam and water into the River Styx makes Lachrymosa, the Cauldron of Tears, one of the most hospitable locales in all of Thanatos. It has long served as Orcus's nominal capital, although the demon prince spends most of his time brooding and plotting in the immense halls of Everlost, his palace in the bone meal desert to the north. Instead, administration of the town's affairs falls to the balor Glyphimhor, who rules the city alongside some of the Prince of the Undead's most trusted demonic servants.

An unusual fortress near the center of the city, the so-called Forbidden Citadel, was the seat of Kiaransalee's power in Thanatos, and the bloated lord of the layer has not had the place destroyed despite its close tie to his hated enemy. The structure's shape resembles an enormous bust of the goddess herself, her calculating gaze looking ever southward, toward her "winter capital" of Naratyr. Adherents of Eldanoth whisper that Orcus has not acted against the citadel because he lacks the power to destroy an edifice constructed by agency of divine power. Certain sealed chambers within the Forbidden Citadel still hold incredible treasures tied to Kiaransalee's ultimate plan for the layer.

Golmin Thur: This sweeping city of narrow avenues and towering minarets houses perhaps as many as a thousand liches—failed Skull Lords personally transformed by Orcus into his enthralled undead servitors. These remorseless creatures, the Disgraced, seethe with frustration regarding their failures and seek to impress Orcus in undeath. When not administering to the Prince of Undeath's numerous pacts and agreements with mortals, the Disgraced wander the Plains of Hunger in search of a horde to command, but at best these agents of Orcus work as facilitators to living Skull Lords. The sorcery of their creation prevents them from sabotaging the efforts of their mortal masters, but all burn with intense jealousy and a desire to rebel—if only they could.

Lash Embrar: An enormous spinning helix of magical energy dominates the sky about 350 feet above this crumbling metropolis. The phenomenon somewhat resembles a borealis effect, stretching some 80 yards in breadth and moving in a chaotic, seemingly erratic pattern. Flashes of pink, lavender, and deep blue strobe from the effect; natives call Lash Embrar the Flickering City and believe that it was here that Orcus enslaved the layer of Thanatos to his will thousands of years ago. Accordingly, the place has become a central focus of his cult. All mortal Skull Lords are expected to make an immediate pilgrimage to Lash Embrar upon answering the summons of their dark patron and first visiting Thanatos, and even Orcus's mortal clerics on the Material Plane have heard tales of the Flickering City's forbidden secrets.

The leader of Lash Embrar is the Skull King Quah-Nomag (NE male human cleric 14/thrall of Orcus 3; *Book*



of Vile Darkness 138), a servant of Orcus instrumental to the god's return from the dead. Orcus tired of Quah-Nomag's self-importance and stationed the human a great distance from Everlost to be rid of his pretension.

Naratyr: Carved into the surface of the Frozen Sea and protected by a frozen moat of ice from the River Styx, the City of the Dead once served as Kiaransalee's winter capital, drawing an aristocracy of intelligent undead such as vampires, banshees, and spectres—former thralls of Orcus—who wished to ingratiate themselves to the layer's new goddess and carve out a place for themselves in her emerging planar empire. Now that the Prince of the Undead has returned, those inhabitants who have not fled for their lives attempt to betray one another to prove their loyalty to their original demonic patron, but it's unclear whether their efforts have had any effect. After an initial pogrom that cleansed the city of Kiaransalee's priestesses and powerful servants, Orcus has largely avoided Naratyr, allowing the place to fester in its own putrid corruption.

Nearly all residents of Naratyr are dead, and a surprisingly large number of them are the reanimated corpses of drow and driders formerly loyal to the Vengeful Banshee. Foremost among these creatures are the quth-maren (*Fiend Folio* 139), skin-stripped corpses who served as the facilitators of Kiaransalee's will. Those brave few who remain in Naratyr do so under magical disguise, keeping in contact with others of their kind positioned throughout the layer. Living creatures hoping to survive in Naratyr could do worse than seek succor from these disturbing creatures, whose thirst for vengeance is enough to make for unlikely alliances.

Orcusgate: Most of the demons that flock to the banner of Orcus dwell in this sprawling metropolis, named for the central gate of fire that connects Thanatos to the Pits of Pazunia on the first layer of the Abyss. Their numbers comprise the upper echelon of Orcus's cult, and mortals seldom dwell within the place for long before fleeing to Lash Embrar or any of the more hospitable enclaves on the Plains of Hunger. The cruel demons of Orcusgate often act to thwart visiting Skull Lords, delighting in the cruelty and seeing their efforts as a guarantee that only the most successful mortal followers of Orcus ascend the ranks of demonkind.

Bulky white-skinned winged demons known as zovvuts (*Monster Manual II* 59) represent what passes for law enforcement in the city, having been created by Orcus himself expressly for that purpose. Extremely potent servants of Orcus such as balors and mariliths make up the Council of the Riven Ram, a six-member cabal that dictates demonic policy on Thanatos. Members routinely visit Everlost to meet in council with their sovereign lord.

The Plains of Hunger: The frost-rimed Plains of Hunger east of the River Styx teem with countless hordes of undead wandering aimlessly in search of lives to destroy and flesh to consume. Each horde contains hundreds of skeletons, zombies, and ghouls and smaller numbers of more powerful corporeal undead such as mohrgs, hullathoins, and wights.

Periodically, mortal Skull Lords venture from the Material Plane to wrest control of a horde and lead it on a conquest in Orcus's name. This process usually involves a great test of wills during which the cultist rebukes and ultimately dominates the horde's intelligent undead, who thereafter command the lesser creatures to serve the Skull Lord. The Disgraced liches of Golmin Thur most often command these hordes in the absence of mortal generals, but some of the armies contain more potent, calculating masterminds.

Several centuries ago, the demon lord Kostchtchie sent a squad of giants to deal with Orcus. The Prince of the Undead considered the bandy-legged one his inferior and fed the giants to the ravenous hordes on the Plains of Hunger. The giants later reanimated as crawling heads (*Fiend Folio* 35). One crawling head is in each of the several hordes, and while the lesser creatures roam the layer looking for food, these brilliant undead behemoths fall into a deep concentration that allows them to conduct most of Orcus's strategic planning for him.

Vadrian: The undead and demons of Thanatos avoid the ruined city of Vadrian, the former stronghold of a proud balor who betrayed Orcus thousands of years ago, making it a fitting home for the Galendure Citadel, a prominent Dustmen stronghold. Orcus and his agents grudgingly tolerate the presence of this planar faction, reasoning that anything that brings mortals to Thanatos eventually fills the larder of the prince's undead hordes. Sherenvess the Shrewd (NE female half-elf wizard 12/loremaster 5) commands the Thanatos sect of the fallen faction with an analytical curiosity regarding the layer's numerous undead. She believes that the study of undeath reveals base secrets about the multiverse itself, and while she is happy to allow her agents to accompany curious mortals who likewise seek undead knowledge, she realizes her precarious situation and will not support an open revolt against the Prince of the Undead.

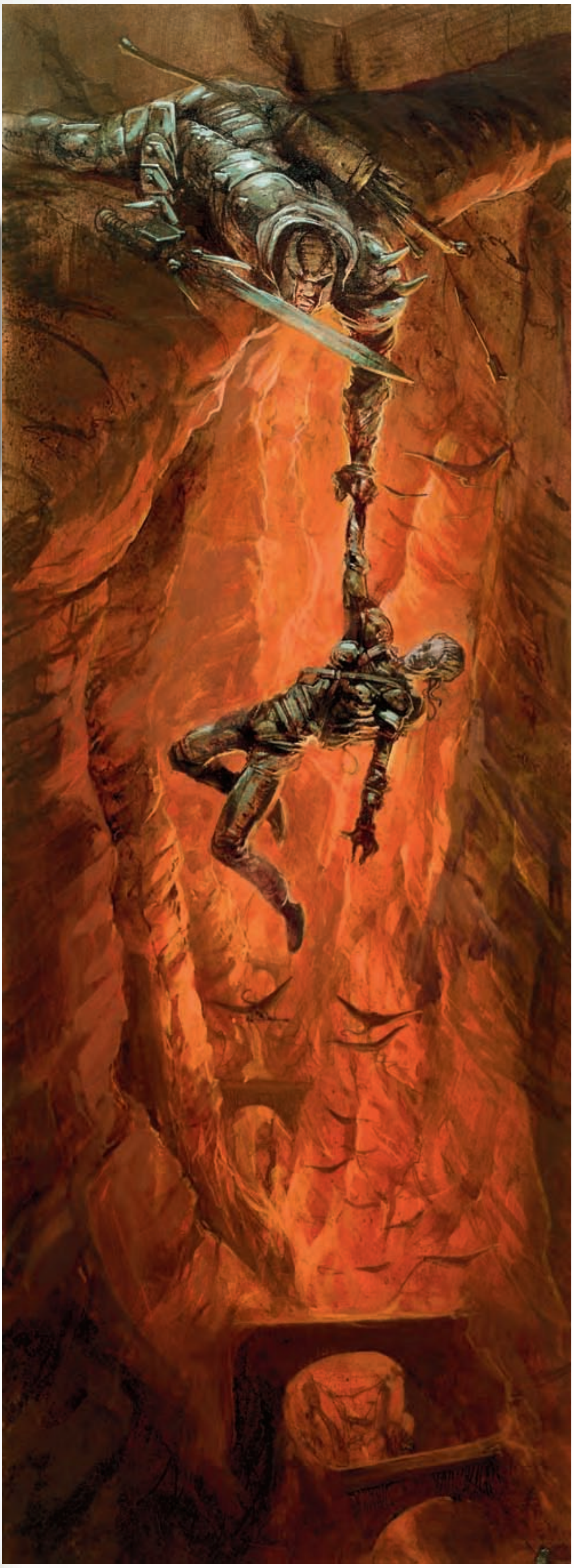
ADVENTURE HOOKS

Characters intent on exploring Thanatos might be drawn to one of the following quests:

Raise the Shadow: A vital piece of information needed by the PCs was lost centuries ago in the wreck of the Shadow, a huge vessel that sank in a torrential hurricane. Coincidental research suggests that a ship with the same name lies locked in the Frozen Sea of Thanatos, beckoning the PCs to the Abyss. Before reaching the Shadow, the characters must consult a wight cartographer in Naratyr who knows the ship's precise location, and thereafter must reach an agreement with the Kiaransalee-worshiping drow who now dwell within the ship's sunken decks and mordant ballrooms.

The Enemy's Promotion: The PCs spend a great deal of time fighting the cult of Orcus on their home world, becoming sworn enemies of a half-orc Skull Lord named Malavent Kurn. At a crucial moment in the campaign, they discover that Kurn has been summoned to Thanatos to rally an army of undead to his side, and the PCs must follow him and put a stop to his efforts before he returns to their world as a full-fledged Skull King.

Wail of the Banshee: While dealing with dark elves, the PCs learn of an "Armageddon device" left by Kiaransalee in the depths of her abandoned Forbidden Citadel in Lachrymosa. Initiating the device, a vortex to the heart of the Positive Energy Plane, would have devastating repercussions for Thanatos and perhaps the whole of the Abyss. Discovering its location requires a trip to the Material World of Guldor for an audience with the Banshee Queen's avatar before making a daring raid against Orcus's heavily fortified capital.



Illus. by C. Critchlow

The Grand Abyss

Table 5–7: Thanatos Encounters

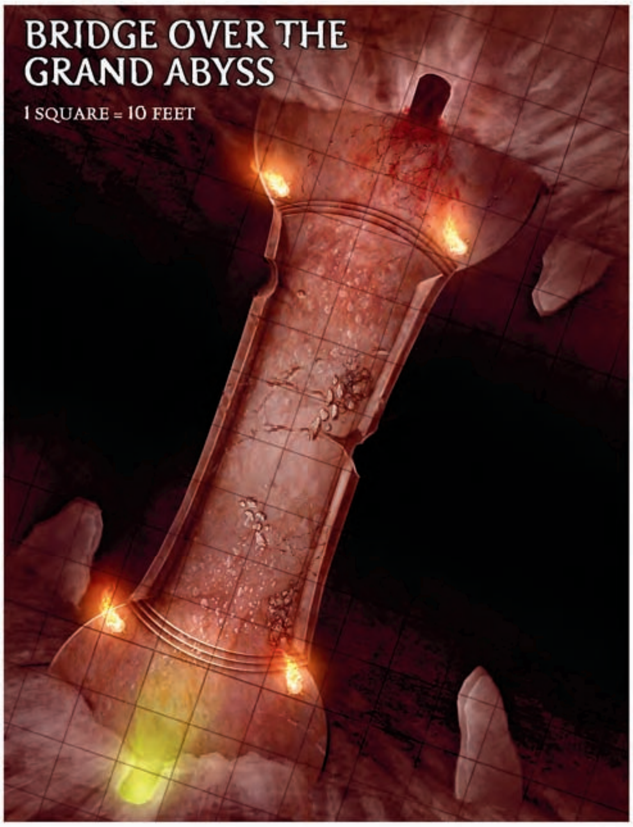
d%	Encounter
01–10	Five quth-maren (*Fiend Folio* 139) that serve the deposed goddess Kiaransalee are initially hostile to strangers, but if they can be made helpful they offer to provide the PCs with a safe house in Naratyr that the undead will not invade. In exchange for this information, the PCs must destroy a shrine of Orcus manned by a demon and several undead.
11–20	Two abyssal ghouls (*Fiend Folio* 13) scavenge for a meal.
21–40	A ravenous herd of hundreds of zombies (*MM* 265) savage the countryside in search of food. The mob includes several varieties of zombies as well as a few ghoul scavengers and a dormant crawling head that emerges from its reverie if the PCs do anything really flashy.
41–50	A hulking hullathoin (*Fiend Folio* 96) has become separated from its zombie horde.
51–60	A Dustmen posse led by a scholar named Eravamont Glask (N male human wizard 13) leads a band of Material Plane adventurers through the dangers of the layer. If they can be made helpful, the Dustmen agree to allow the PCs to join their retinue.
61–70	A pack of six tenacious armanites (see page 28) led by a resilient and merciless knecht named Tanvro (CE male armanite ranger 5) wanders the layer, bound by a powerful pact to serve Kiaransalee for several more centuries. The stubborn armanites refuse to give up the fight, and continue to harass mortal, undead, and demonic inhabitants of the layer (including the PCs).
71–80	The PCs come upon an abandoned village inhabited by a voracious famine spirit (*Monster Manual II* 96).
81–90	A burning metal tower is home to Buldinol, a livid palrethee tanar'ri (*Monster Manual II* 58) who serves as the balor Glyphimhor's eyes and ears outside Lachrymosa.
91–100	The Ashen Triune, a trio of mute deathbringers (*Monster Manual II* 55), wanders the plane looking for enemies of Orcus to kill.

THE GRAND ABYSS

Layer Number: 4
Ruler: Contested
Traits: Infinite

The first demonic inhabitants of the Abyss mostly kept to the Plain of Infinite Portals, furtively investigating the portal pits that led to the lower layers of the plane. Some favored a more direct approach and instigated an elaborate magical working with the aim of tunneling deep into the surface of the Abyss. The resulting cataclysm shook the entire layer and claimed the lives of a dozen obyrith lords, but the clearing smoke soon revealed a cavernous crevasse that seemed to stretch into infinity. Exploration of the vast rift revealed countless portals along its cliff walls, each leading to a different Abyssal layer.

The obyriths favored these portals to the ones pocking Pazunia's surface, and the crumbling bridges and ruined towers that crisscross the rift and hug its walls still attest to their ancient colonization. Because the shaft is thought



to be infinite, most planars categorize the region as its own Abyssal layer, referring to it as the Grand Abyss. Most of the portals lead to natural arches or underground galleries throughout the greater Abyss, and since the byways have been traveled for millennia, most portals are heavily fortified on the opposite side, often with dangerous bound demons or guardian beasts.

Although the obyriths seemed to have come to an agreement over use of the Grand Abyss, the tanar'ri brook no such cooperation, and exploration of the rift remains one of the most dangerous means of getting around on the plane. Several demon lords (notably Aldinach, the Lady of Change, whose iron fortress hugs the shaft's lip on Pazunia) claim stretches of the Grand Abyss, but the layer's infinite depth makes these claims difficult to enforce. Instead, rival demon lords prefer to assign servitors to protect specific gates rather than vast areas of concern, and as long as these creatures keep to their protected area, they don't trouble each other overmuch (nondemons are, of course, another story). Many demons simply cannot help themselves from attacking their rivals, however, and the layer is therefore an immense battlefield in which falling debris and the plummeting corpses of slain demons pose a significant local hazard.

Maps of the Grand Abyss and catalogues of its countless gates can be found throughout the Great Wheel, but especially in the markets of Azzagrat and the citadel of Broken Reach on Pazunia. The latter are generally more reliable than the former, but none is wholly accurate.

All of the gates are two-way portals that allow easy access from either side. Most appear as round pools of sickly ooze flush with the cliff wall, but a few of the ancient obyriths constructed elaborate doors or portcullis mechanisms designed to halt progress through the portals. Very few remain operative today, but ruined remnants of these constructions litter the platforms and towers of the layer.

Bridges generally connect one portal or fortress to another at about the same elevation, but no connections exist between bridges and fortresses at different heights along the vast shaft. Flying creatures therefore predominate, knowing that their increased mobility grants them an immense advantage over their land-borne rivals.

One rarely seen resident commands fear from all who know of his legend. This being, a klurichir (*Fiend Folio* 48) known as the Guardian of the Gates, flies from bridge to bridge challenging those who would pass by them freely. From a croaking, many-toothed maw upon his considerable belly, the winged demon claims to have been ordered to hold the Grand Abyss in ancient days by the long-dead obyrith lord Asima, a faceless entity who is thought to have played a role in the layer's creation. The Guardian attempts to destroy even ensconced demonic defenders, recognizing no difference between recent mortal interloper and primordial squatter. A visit from the Guardian of the Gates usually results in utter destruction.

Still, because the portals of the Grand Abyss are so well known, the layer makes for one of the most heavily traveled highways in the plane, and a common destination for those hoping to plumb the lower depths of the Infinite Layers.

TABLE 5–8: GRAND ABYSS ENCOUNTERS

d%	Encounter
01–20	A squad of four chasmes (see page 34) scours the layer's depths in search of Blood War deserters or mortal food.
21–40	An enraged fiendish umber hulk (*MM* 107, 248) bursts from the nearby cliff wall.
41–60	A beholder (*MM* 26) servant of the Great Mother protects a portal to the Realm of a Million Eyes (layer 6). If threatened, it promises to reveal crucial information about a treasure trove in an "abandoned" wall fortress if the PCs agree to move away from its portal. The lawful creature absolutely detests demons.
61–80	Three vrocks (*MM* 48) circle the nearest bridge, closing to attack any creatures they notice.
81–95	A lone palrethee (*Monster Manual II* 58) zooms past the PCs, intent to deliver a message to an Abyssal layer linked to a portal nearly a mile below. If accosted, he attacks, eager for something more interesting than courier duty.
96–100	The klurichir tanar'ri (*Fiend Folio* 48) known as the Guardian of the Gates takes a personal interest in the PCs' affairs.

TWELVETREES

Layer Number: 12
Ruler: None
Traits: Self-contained, strongly chaos- and evil-aligned

Eons ago, several powerful tanar'ri tricked a dozen astral devas—each the powerful agent of a good deity—into visiting the Abyss for a council of peace. The Upper Planes had watched nervously as the former slaves overthrew their obyrith masters, and several celestial powers sought to play a role in the emerging Abyssal landscape. After a brief challenge to the devas' masters, the demons bound the envoys to the towering trunks of twelve mighty trees in a desolate layer, sacrificing them in a vile arcane ritual that forever infused the layer with evil energies.

The devas' shattering death-screams still haunt the layer, now known as Twelvetrees. A massive basalt platform now commemorates the site of the original sacrifice, ringed by sickly pines that still ooze spiritual slime in an echo of the blood spilled by the ancient devas. All spells with the evil descriptor cast upon this platform receive the benefits of the Maximize Spell and Extend Spell metamagic feats without changing the spell's level. Tanar'ri from throughout the Abyss make the pilgrimage to Twelvetrees in memory of their defiant ancestors, many hoping to use the platform to infuse their own infernal plots and rituals. Nearly all tanar'ri throughout the multiverse know of and respect the power of Twelvetrees, and an affront to the layer is an affront to demons everywhere.

The palpable evil of Twelvetrees is like a drug to the pilgrims drawn to the layer, who count among their ranks several mariliths, nalfeshnees, vrocks, and hezrous. Most are half-demons, dretches, and rutterkin, desperate beings grasping for a path to a new form and greater power. These creatures bask in a euphoric haze of religious ecstasy and pay little attention to the world around them. Nondemonic visitors often find it surprisingly easy to wander about the layer, needing only to avoid the chasmes that patrol the layer from the skies and the handful of kelvezus who zealously wander the crowds in search of impostors to murder.

Huge skeletal scaffolds loom over the landscape, supporting a massive dock structure used by a consortium of demons and members of the Doomguard planar faction to create ships of chaos. Six of these flying dreadnaughts—capable of moving from plane to plane—have been completed within the past decade. A seventh nears completion high above the Twelvetrees site, its half-finished deck a torrent of flying demons, writhing larvae, and eldritch energies. The dark clouds above roil with thunder and flashes of lightning.

Reasoning with the demons of Twelvetrees is absolutely hopeless. The few who will even pay attention to visitors aren't interested in what they have to say. The half-dozen mortal members of the Doomguard living in a Daern's instant fortress near a two-way portal to Pazunia are a different story, joyously welcoming visitors as a much-needed break from demonic company. The loremasters and sages, whose ideas make the ships of chaos possible, can't understand why anyone would oppose their work and attempt to sway visitors to their way of thinking: The only constant is entropy, so why not give it a nudge from time to time? The Doomguard will not willingly act against

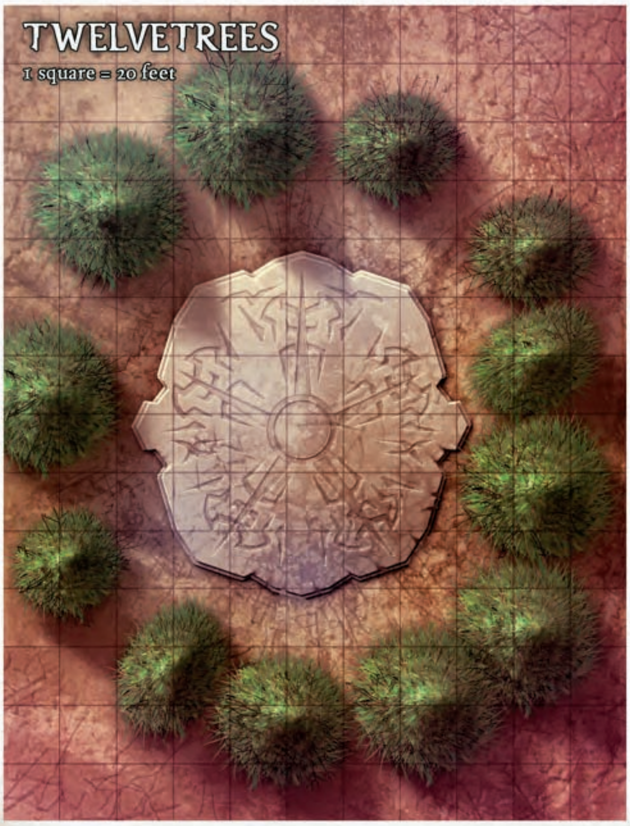
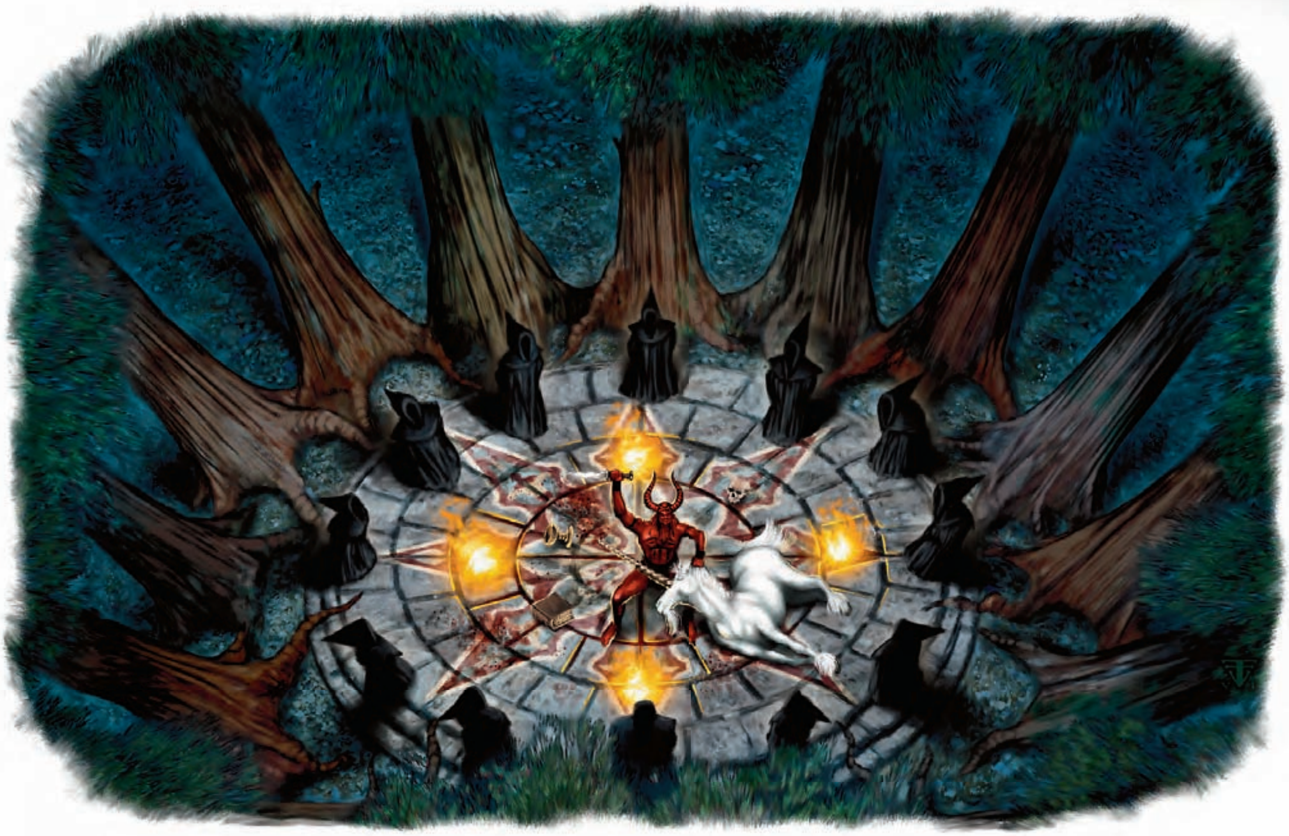


Table 5–9: Twelvetrees Encounters

d%	Encounter
01–30	The PCs attract the attention of an aerial patrol of three chasmes (see page 34). The trio circles around to confront the characters telepathically. They begin as hostile and must be made friendly to prevent an attack.
31–50	A lone kelvezu (*Monster Manual II* 58) invisibly sneaks up on the party and tries to eliminate them.
51–60	A pair of Doomguard mystics walks among the praying demons, discussing some esoteric topic using *amulets of telepathy*. They are Nurstle Vesst (NE male yuan-ti pureblood wizard 10/loremaster 4) and Astha Mellontrosh (N female human fighter 8/doomlord 8; *Planar Handbook* 47). They begin the encounter with an indifferent attitude, inviting the PCs to their fortress if they are made friendly.
61–70	A hostile patrol of four robed hezrou pilgrims (*MM* 44) wanders from the Pazunia gate to an appropriate place from which to worship the Twelvetrees site.
71–80	The charismatic Androth (CE male half-fiend human sorcerer 9) leads a cult of seven rutterkin (see page 51) to conduct an obscene ritual upon the Twelvetrees platform.
81–90	A nearby vrock (*MM* 48) awakens from its religious reverie to attack the PCs.
91–100	A seductive marilith (*MM* 44) appears before the PCs and implores them to murder a praying rival. If they refuse, she vanishes back to her lair, swearing later retribution against them.



A cleric performs a ritual on the platform in the center of Twelvetrees

Illus. by F. Vohwinkel

their demonic hosts, but they will delay or lie to them if it serves their purposes.

Because the layer is strongly chaos- and evil-aligned, characters who are neither evil nor chaotic take a –4 penalty on Intelligence-, Wisdom-, and Charisma-based checks. Characters who are chaotic or evil (but not both) take a –2 penalty on such checks. Chaotic evil characters suffer no ill effects from the layer's traits.

Characters who can hear the disconcerting screams of the sacrificed devas take a –4 penalty on Concentration checks. The screams make conversation impossible without resorting to sign language or telepathy.

THE IRON WASTES

Layer Number: 23
Ruler: Kostchtchie (see page 68)
Traits: Infinite

The frigid Iron Wastes are home to the dullard lord Kostchtchie, the malformed demon-giant who claims all frost giants as his protected kin. A place of unrelenting blizzards and icy rifts, the inhospitable layer might have been avoided by most Abyssal inhabitants if not for the presence of one of the most coveted gates in the Abyss, a rime-encrusted stone monolith arch leading to Jotunheim on Ysgard, near the frost giant town of Utgardt. More importantly, the gate opens near the roots of the Great Wheel-spanning Yggdrasil Tree, a major transplanar thoroughfare leading to locales throughout the Upper Planes. Demons from all corners of the Abyss therefore congregate in the Iron Wastes in hopes of moving through this gate, but Kostchtchie's fierce protection of his home realm results in de facto protection of the Yggdrasil, making the Prince of Wrath one of the most hated demons in the Abyss, despised by good and evil alike.

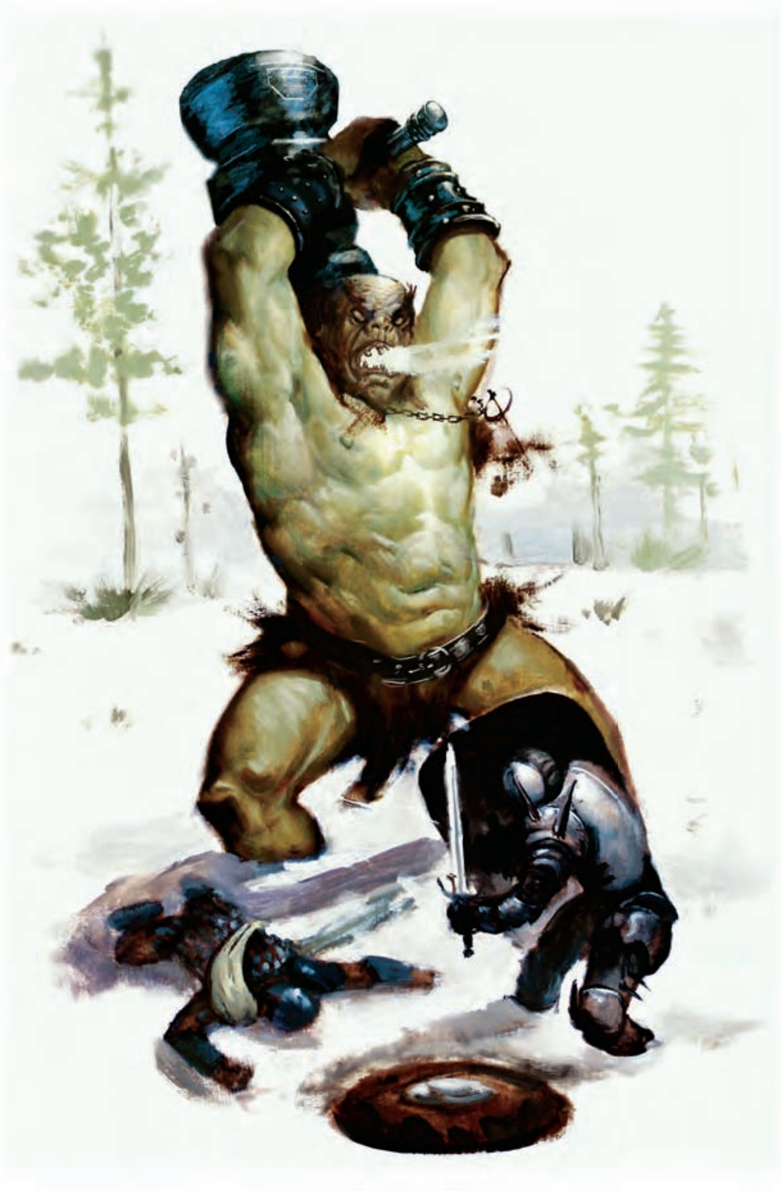
The Prince of Wrath nonetheless enjoys strong support from his chosen people, tribes of frost giants from the Material Plane who have sworn themselves to Kostchtchie in return for eternal life in the Iron Wastes. Such is the demon lord's control over his Abyssal layer that he can prevent the aging and natural death of mortals who dwell upon it. While intended as a reward for the demon's chosen folk, several canny mortals benefit from the effect as long as they can avoid detection.

Weather in the Iron Wastes ranges from cold to extreme cold. See Cold Dangers, *DMG* 302, for more information. DMs who wish to make the environment an important part of their campaign should consult Frostburn, which also includes numerous monsters suitable for populating the layer.

A number of locales within the Iron Wastes bear further discussion.

Blacksteam Rift: Rare warmth blasts in great gouts from this glacial rift, which extends leagues into darkness. Periodically, the depths rumble with terrible screams that seem to come from multiple mouths of the same unholy creature. By order of Kostchtchie, several frost giant clans stationed along the west edge of the rift routinely deliver sacrifices of mammoth and dire walrus flesh into the gaping crevasse to appease its master, Gogbehomel, a shivhad (*Frostburn* 152) who emerges about once a century to wreak terrible destruction upon the layer.

The Glacier Citadel: Whenever the muse strikes him, Kostchtchie bellows orders to his followers from the sweeping terrace of this immense ice fortress, carved into a glacier flowing between two mighty peaks. The cracking, jumbled palace serves as the prince's personal redoubt and is off limits to all residents of the plane save for the frost mages, elder frost giant skalds who have served as the demon's envoys among the tribes for generations. Huge advanced leucrotta (*City of Splendors: Waterdeep* 136) prowl the cavernous passages and feasting chambers within, scattering for safety in the event of one of Kostchtchie's legendary rages.



Kostchtchie takes care of intruders

Illus. by E. Gist

Grjotgardheim: This towering fortress of massive ice blocks contains the chained godling Grjotgard, one of the ten brothers of Thrym, god of Frost Giants. The Prince of Wrath captured the frost giant hero a decade ago for use as a bargaining chip against his hated enemy, but all he has received since is a steady flow of frost giant warriors loyal to Thrym who are all too willing to throw their lives away in honor of their divine patron. Defending this structure costs Kostchtchie dearly, but the obstinate demon lord is unwilling to admit defeat as long as the doors of the fortress hold fast.

The Howling Rift: Wind rips through this jagged rift to create a keening scream that echoes throughout the layer. Deep within the crevasse, icy tunnels hide the birthing warrens of a huge colony of frost worms. The overcrowded caverns occasionally belch forward new litters of fresh young, who emerge on the surface in ravenous desperation.

Stoldottir Gate: In an act that might have ultimately granted him control of the layer, Kostchtchie opened a stable portal to Ysgard by sacrificing a deformed daughter on this spot, in a desolate valley where a great glacier meets a vast ice shelf. The hideous, malformed thing had been born of a union with the valkyrie Geirskögul, making it a being of both Ysgard and the Abyss. The slaying cemented a connection between the two planes that remains a major threat to the Upper Planes.

The bodies of frost giants from both sides of the conflict litter the land for miles around the portal, which appears as a standing stone inscribed with the runic legend of its creation. Kostchtchie keeps the place well defended, and enemies hoping to harass his citadel or rescue a prisoner must first run a daunting gauntlet of demons and cold-dwelling monstrosities.

Svafnir's Lair: A scab of ice and snow caps this immense mountain peak, named for the great wyrm white dragon that dwells at its zenith. The proud, fiercely territorial beast serves Kostchtchie as a mount in important battles, recognizing the demon prince as the only superior being on the layer. She tolerates the presence of a tribe of conniving fensir (*Fiend Folio* 58), who dwell in a connected series of caves that honeycomb the mountain and virtually worship her as a protective goddess. Planar lore says the fensir and the dragon fled Ysgard centuries ago after angering the tempestuous gods of that plane.

Volstaad: The bloody small town of Volstaad serves as the primary gathering place of Kostchtchie's faithful, who arrange themselves in tribes that formed ages ago on the Material Plane. The Prince of Wrath personally led each of these tribes into the Abyss, so the hetmen of each believes himself to have the ear of the great demon prince as an honored favorite. Disagreements over who better serves the great granter of eternal honor and immortality frequently end in brutish festivals of savage warfare.

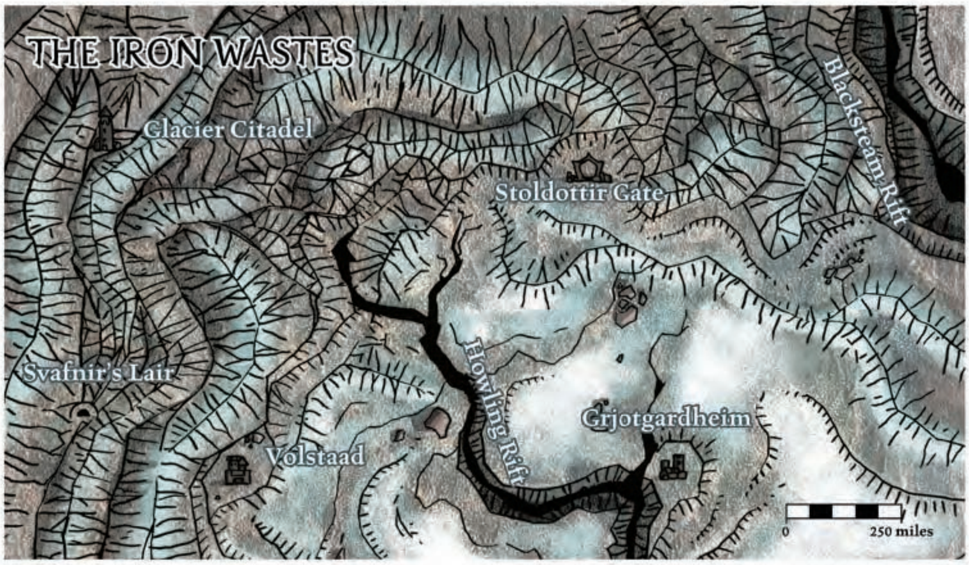


Table 5–10: Iron Wastes Encounters

d%	Encounter
01–20	A favored frost mage (CE male frost giant bard 5/frost mage 7; *Frostburn* 59) leads a gang of five frost giants to the Glacier Citadel for a personal audience with the Prince of Wrath.
21–40	From a distance, the PCs spot a huge frost giant hunting party consisting of seven frost giants, two noncombatant frost giant slaves, a 5th-level frost giant adept, two winter wolves, and three ogres. The band is loyal to Kostchtchie (01–60) or the Ysgardian frost giant god Thrym (61–100).
41–50	Three impotent spears dangle from the muscular body of a slightly wounded dire rhinoceros (*Fiend Folio* 61). The dull-witted creature attacks upon the slightest provocation.
51–70	The sound of crackling ice presages the explosive emergence of a hungry frost worm (*MM* 111) from below the PCs' feet.
71–80	The PCs attract the attention of Juldgottir, an old white dragon (*MM* 77) and son of Svafnir. Those who slay him incur Svafnir's wrath.
81–90	An incorporeal hunger spirit called Aveshthu (CE male frost giant wendigo fighter 6; *Fiend Folio* 186) begins to stalk a wise PC, remaining just at the corner of his vision before attacking several days later.
91–100	A pair of frost salamanders (*Monster Manual II* 107) attempts to attack the PCs as they rest.

THE WELLS OF DARKNESS

Layer Number: 73
Ruler: Unclaimed
Traits: Finite, strongly evil-aligned

A series of pools on the 73rd layer of the Abyss—the eponymous Wells of Darkness—contain some of the most vile and accursed prisoners in all the multiverse, let alone the Abyss. The inky black liquid of the pools somehow restrains those submerged into it, preventing escape but allowing a very primitive form of telepathic communication that serves only to prove that the captives have not yet been erased from existence. Escape from the Wells of Darkness has occurred in the past—at the order of the Court of Woe or the act of a greater deity, for example—but such events are so rare that those who follow the history of the Abyss can name all known escapees from memory: Bayemon of the Unhealing Wound, the marilith queen Shaktari, Siragle the Ineffable, and vaunted Zzyczesiya. More important are the demons and godlings still bound within the Wells, tragic, half-remembered villains so reprehensible that their fellow demons or followers bound them here for all time.

A steely blue sun casts dim illumination upon the rocky layer, a vast plain interrupted here and there by jagged tors that roughly shield individual pool sites from their neighbors. A 10-foot-wide marble pathway connects all of the pools to one another, and planar lore holds that those who wander from this path risk incurring the wrath of the Abyss itself. Visitors who linger more than a few hours risk gaining the attention of the Custodians, advanced bodaks of Large size (15 feet tall) that are utterly silent and relentlessly patrol the layer.

The semiruined stone fortress Overlook, at the peak of a 300-foot-tall tor, gives an impressive view of the layer, which stretches no farther than a handful of miles before fading away into darkness. Spectres and wraiths haunt the crumbling halls and marvelous inner chambers of this structure, which allegedly feature a scale model of the entire layer, complete with inky pools marked with the demonic seals of their inhabitants. Many demons believe that the fortress protects some sort of controlling mechanism for the layer, but if so no one has yet figured out how to make it work.

The idea of an impregnable prison appeals to the chaotic denizens of the Abyss, who see it as a challenge that will inevitably be bested. Some who visit the plane do so to communicate with a fallen patron, while others hope to deal with the prisoners in exchange for helping them escape. Still others come to learn, for while the prisoners of the Wells of Darkness cannot overtly interact with the Abyss, they are far from without influence. A general catalog of the creatures contained in just one portion of the Wells follows.

Ansitif: Long ago, Ansitif joined with six tanar'ri allies to hunt down and destroy a powerful obyrith called the Malgoth. Instead of triumph, their victory brought disaster. The affair took them away from their centers of power, and opportunistic demon lords assassinated or imprisoned each member of the alliance in turn. Almost no one remembers Ansitif now, but his memories of fallen Abyssal empires and secret magical locations still make him a useful tool for Abyssal explorers and treasure seekers. The creature once favored corrupting places of worship and speaks only to those who litter his pool with valuable stolen religious artifacts.

Apep: A Gargantuan blackstone gigant (*Fiend Folio* 21) in the form of a great six-armed pharaoh guards the pool of Apep, the King of Serpents of the Pharaonic Pantheon (*Deities and Demigods* 141). Apep's divine enemies believe the 100-foot-long serpentine demigod to be the ultimate manifestation of evil and bound it to the Wells of Darkness to prevent the end of existence. Each day, worshipers of the pantheon intone passages from the Books of Overthrowing Apep, compendia of true names, mutilation rituals, and power-draining incantations designed to keep the creature locked away forever.

Areex: For countless centuries, no creature in the Abyss could remember Areex, a tanar'ri demon prince imprisoned in the Wells of Darkness. Codices of Abyssal history held no record of his life, his exploits, or the terrible deeds that earned him a place in an inky pool. Then, seven years ago, twenty-three gibberlings in the city of Sigil mysteriously began repeating the same message. The normally unintelligible bestial humanoids conveyed in barking tones the tale of a demon lord named Areex journeying to "another place" to enter an undisclosed pact with a being called Bolothamogg.

The message orders Areex to venture "Beyond the Stars" to pay the price of the deal. The howling gibberlings eventually got on the nerves of their owners, who had them put to death, but a small handful of the creatures remain in the hands of private collectors, who report with uncertainty that the message has grown louder and more insistent with each passing year. To date, no efforts to revive Areex have met with success.

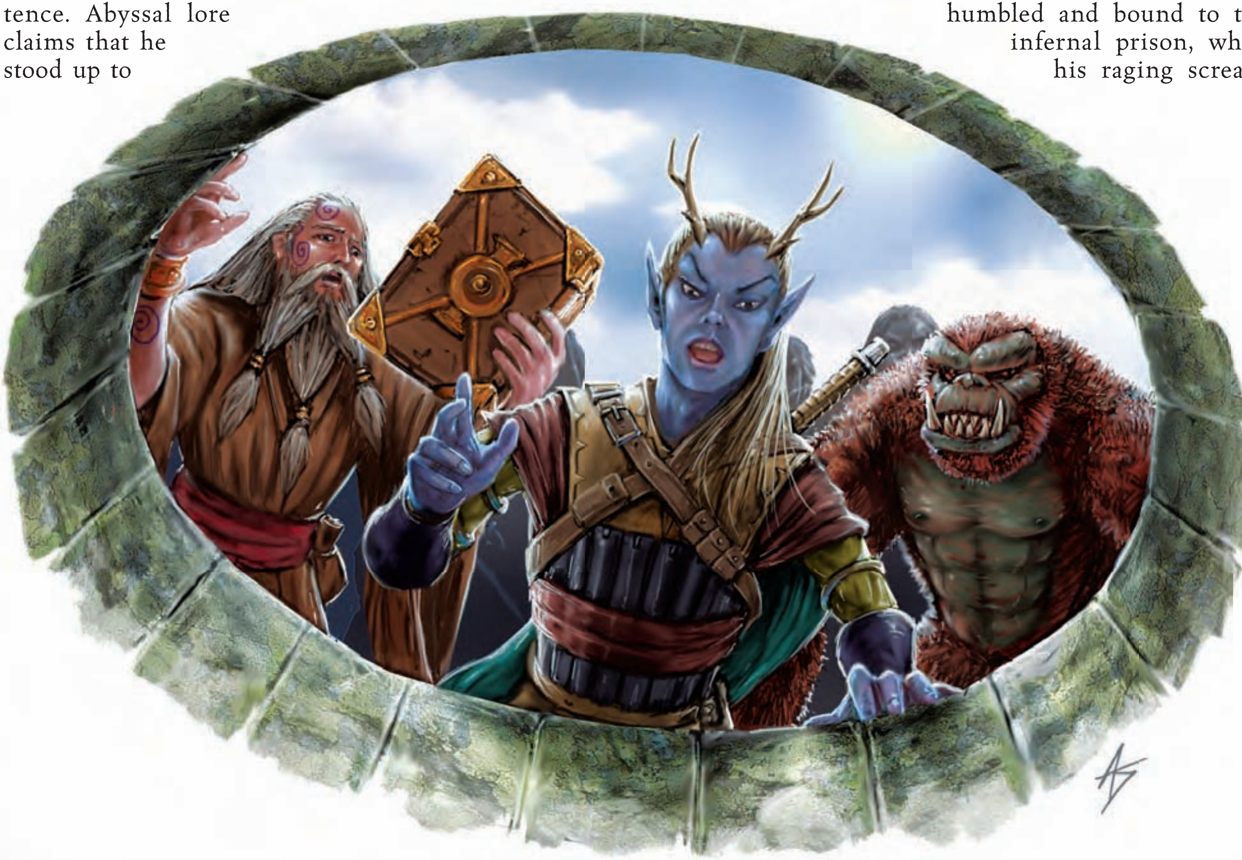
Cabiri: The many-eyed tyrant imprisoned here is one of the oldest obyriths in existence. Abyssal lore claims that he stood up to the Queen of Chaos and refused her call to war against the Wind Dukes of Aaqa, earning his banishment to the Wells of Darkness. The Queen destroyed numerous lesser demons for such an affront, suggesting that she was unwilling—or unable—to do so in Cabiri's case even at the height of her power. Cabiri's few modern visitors uniformly wish to enlist him in some cataclysmic plot designed to shake the foundations of the Abyss.

Ebulon: The potent demon lord Ebulon rose to power fighting as a general in Graz'zt's army before the Dark Prince dominated Azzagrat. Ebulon fell in a decisive battle against Demogorgon, who dumped his near-death corpse into an inky pool with the intention of using it as a potential weapon against his hated twelve-fingered foe. The Prince of Demons soon forgot about Ebulon, stationing a surly maelephant (*Fiend Folio* 120) as the pool's sole guardian.

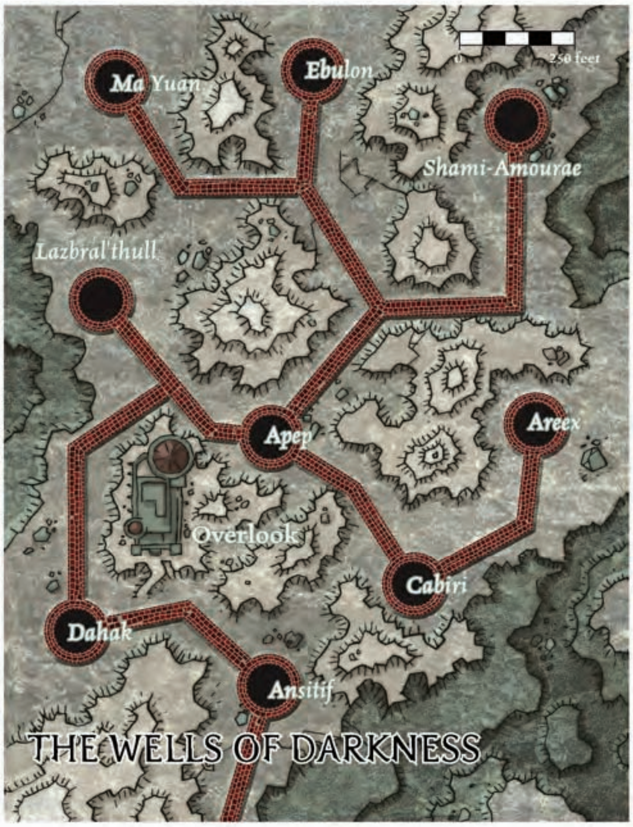
Graz'zt longs to rescue his former compatriot out of a sense best described as loyalty, although the very thought of such a weakness disgusts him. The fact that Graz'zt even allows the failed general to live would be considered a major weakness if it were properly exploited. A redeemed and rescued Ebulon would resent his former ally's inaction, particularly given Graz'zt's enhanced standing over the last few millennia. Ebulon's secrets from the Dark Prince's past might enable one of Graz'zt's enemies exploit a previously unknown weakness.

Lazbral'thull: This pool confines a demon lord of torture and bloodletting who gained wide renown when his murderous schemes moved from the Material Plane to the Abyss. The deranged killer took out three rival princes, including the demon tree Malgarius, before being humbled and bound to this infernal prison, where his raging screams

Illus. by A. Stokes



A ritual at the Wells of Darkness



emerge from the black liquid like the distant echo of waves in a seashell.

Ma Yuan: For all his accomplishments, Lazbral'thull is but an amateur compared to Ma Yuan, the infamous Killer of the Gods. A supremely powerful being of unknown origins, Ma Yuan appears as a Colossal yellow-scaled, four-armed reptilian humanoid clothed in a ragged loincloth and possessing a small triangular piece of stone that has the ability to turn into any weapon the holder wishes, magic or otherwise. Ma Yuan's tyrannosaur-like head and spiked fin trigger a sense of instinctual terror in all living creatures. The lore of the multiverse claims that Ma Yuan exists to prevent complacency among the gods, for it is said that he has slain more than ten of their number and constantly yearns to add to the ranks of the dead.

Several centuries ago, certain powers of the Abyss allied with a handful of the most powerful demon lords (who had suffered their own losses against Ma Yuan's ceaseless predations) to put an end to the threat permanently. With the guidance of the deities Tou Mu (goddess of the north star) and Lu Yueh (god of epidemics), the alliance led Ma Yuan to the spirit-choked realm of Feng-Tu, on the 300th layer of the Abyss, where they finally defeated and bound the Killer of the Gods. Lu Yueh still holds Ma Yuan's versatile stone in trust, for the object is key to the only ritual capable of freeing the murderous prisoner.

Shami-Amourae: In many cases, a single demon lord claims dominion over an entire tanar'ri race. Examples include the balor lord Kardum, the shadow demon queen Rhyxali, Ilsidahur, patron of bar-lguras, and dozens more. The fiercest competition involves the title "Queen of the Succubi," with the current claimant, wily Malcanthet of Shendilavri, merely the latest in a long line of canny seductresses that date back to the rise of the tanar'ri. The current queen's reign began more than two thousand years ago, but has not been without challenge.

The most potent challenger, a former consort of Demogorgon's named Shami-Amourae, now dwells here, after having been utterly humiliated by Malcanthet in recent years. Few but the most rebellious succubi dare to visit Shami-Amourae's prison, often goaded into her service by the demon's few remaining loyal lilitus. Although she stands little chance of escape, Shami-Amourae remains capable of conversation and holds the secret to an important weakness of Demogorgon's learned while the two were lovers. She might be central to a plot involving the overthrow of the Prince of Demons.

Table 5–11: Wells of Darkness Encounters

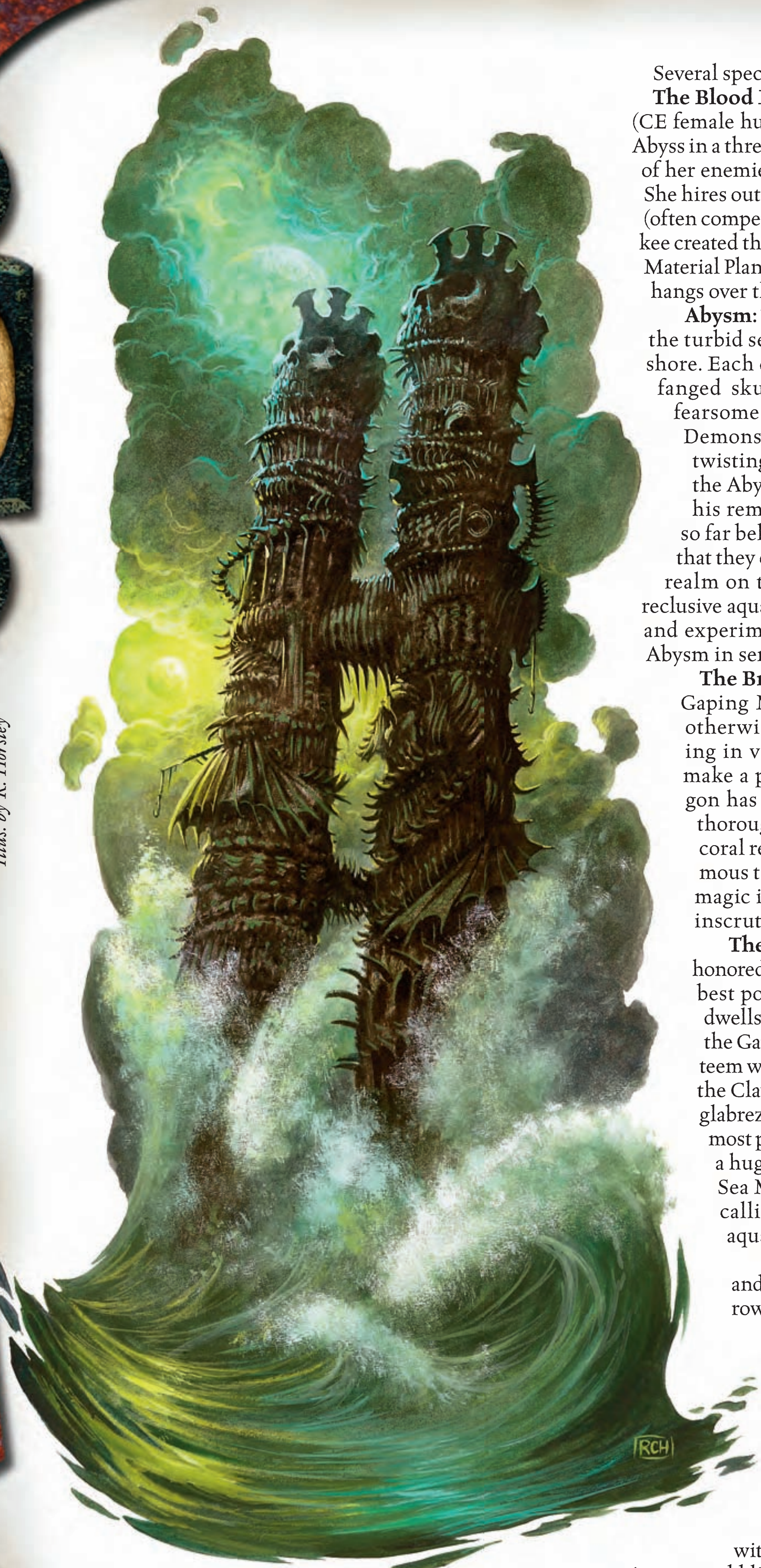
d%	Encounter
01–40	Two Custodians (27 HD advanced bodaks; *MM* 28) pass within sight of the PCs. If the PCs have been on the layer for more than 1d4 hours, the Custodians decide they have tarried too long and move to attack.
41–60	A robed disciple (CE male tiefling cleric 10) leads a cult of eight cultists (CE male human adepts 8) to the well of an imprisoned master.
61–80	Four arrogant succubi (*MM* 47), fresh from paying honor to Shami-Amourae, attempt to woo the PCs to the pool of their patron, where they will be sacrificed.
81–90	A nalfeshnee (*MM* 45) has just failed to free his fallen lord, Lazbral'thull, after a lengthy ritual. He is itching for a fight and attacks the PCs on sight. The sound of battle attracts the attention of four bar-lguras (see page 29), which join the fray.
91–100	A band of mortal adventurers from an alternate Material Plane world interrupt the PCs as they investigate an inky pool. The NPCs need help exploring Overlook and offer to aid the PCs with some future task in exchange for their assistance.

THE GAPING MAW

Layer Number: 88
Ruler: Demogorgon (see page 61)
Traits: Finite

The primal, tropical realm of Demogorgon reflects the bestial elements of chaos and evil, attracting feral demons and crude humanoids from throughout the Abyss. These wrathful creatures gather under the banner of the mighty and resilient Prince of Demons, who earned the grudging respect of all demonkind in his victories over the obyriths in the waning eons of their Abyssal influence. He boastfully claims the title that once belonged to Miska the Wolf-Spider, consort of the vile Queen of Chaos, triggering an endless onslaught from covetous enemies, particularly Graz'zt and Orcus, whose agents seek to undo Demogorgon's gains from within.

The Gaping Maw's two aspects belie Demogorgon's dual nature. A massive primeval continent covered in dense jungle houses those demons and mortals who serve Demogorgon as a force of strength and brutality, whereas the seemingly endless oceans and brine flats that surround the land conceal far more subtle adherents to the Sibilant Beast such as kraken and the elusive ixitxachitl.



Illus. by R. Horsley

Abysm, the palace of Demogorgon

Several specific locations deserve further detail:

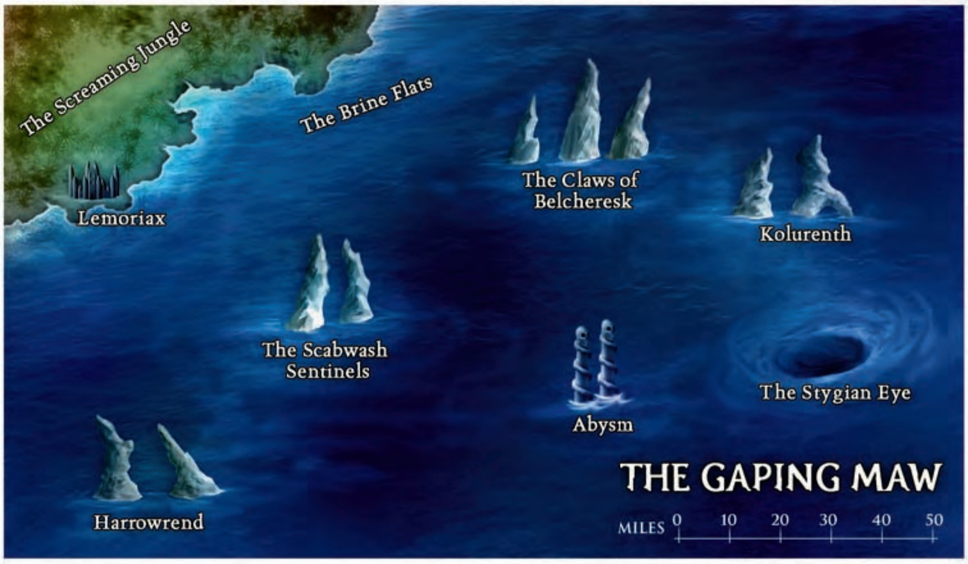
The Blood Empress: The lich Rozvankee the Strategist (CE female human lich wizard 23) plies the oceans of the Abyss in a three-masted ship made from the bones and skins of her enemies. Rozvankee is best known for her artifice. She hires out her services and sells her creations to several (often competing) demon lords. Legend holds that Rozvankee created the first vargouilles while a living wizard on the Material Plane, and a screeching flock of the idiot creatures hangs over the vessel like a shroud.

Abysm: Two imposing serpentine towers emerge from the turbid seas about a hundred miles off the Lemoriax shore. Each ends in a minaret resembling an enormous fanged skull, and together the spires comprise the fearsome fortress Abysm, sanctuary of the Prince of Demons himself. Demogorgon stalks the halls and twisting stairs of Abysm, pondering the mysteries of the Abyss and setting grand plans into motion from his remote redoubt. The structure's towers extend so far below the surface of the Gaping Maw's surface that they open into the mysterious Shadowsea, Dagon's realm on the 89th layer of the Abyss. Pacts with the reclusive aquatic obyrith have led to powerful discoveries and experiments, many of which stalk the corridors of Abysm in sentient form.

The Brine Flats: The low seabed surrounding the Gaping Maw's mainland provides shelter from the otherwise intense tides of the layer's ocean, resulting in vast stretches of shallow, salt-rich flats that make a perfect habitat for the ixitxachitl Demogorgon has chosen as his favored mortal servants. The thoroughly evil aquatic rays inhabit wide-spanning coral reefs just below the surface, carving out enormous tunnel complexes that occasionally hold lore, magic items, or prisoners crucial to Demogorgon's inscrutable machinations.

The Claws of Belcheresk: The balor Belcheresk, honored agent of Demogorgon and perhaps the demon best positioned to inherit his widespread domain, dwells within one of the largest pinnacle systems of the Gaping Maw. The upper portions of his demesne teem with flying vrock patrols, while the balconies of the Claws themselves are crowded with the hezrous, glabrezus, and succubi who serve as Demogorgon's most potent invasion force. Belcheresk himself bears a huge conchlike shell known as the Horn of the Sea Mother, whose dolorous peals are capable of calling and enraging all of the layer's enormous aquatic inhabitants.

Harrowrend: Vast colonies of seabirds, stirges, and winged demons swarm the heights of the Harrowrend Pinnacles, a wretched edifice of forlorn oubliettes and blood-soaked torture chambers. A giggling, slobbering babau named Karizmodus the Carver oversees a staff of razor-fingered demons programmed to tear information from captives like a hungry child peels skin from an overripe fruit. The corpses of those lucky enough to die from the procedures adorn perches positioned throughout the pinnacle's exterior, with fresh specimens setting the ravenous avians into a squabbling frenzy.



Kolurenth: A stone fortress perched high atop this rocky pinnacle houses one of Demogorgon's most formidable champions, Saint Kargoth the Betrayer (LE male half-fiend human death knight paladin 8/blackguard 10), the corrupted human paladin whom Demogorgon made the first death knight. Kargoth's terrestrial concerns on the Material Plane often keep his attention from the Gaping Maw, but his formidable castle houses important human visitors regardless of his presence. The death knight's personal chambers contain a sickly brown pool that acts as a two-way gate to Abysm.

Lemoriax: The wide, overgrown avenues and crumbling ziggurats of the "capital" city of Lemoriax echo with the screams of tens of thousands of savage demons, drawn to the Gaping Maw to thrive in Demogorgon's seemingly unassailable shadow. Travelers expecting the relative stability of Abyssal cities like Zelatar or Naratyr don't last long in Lemoriax, where the slightest provocation can provoke an explosion of feral mob violence.

Demogorgon himself rules Lemoriax from the fortress of Ungorth Reddik, in the grotesque forested bog north of the city. The great demon prince frequently ventures to the city, climbing upon its tallest step-pyramid to stoke his followers' passion and bestial rage. Demogorgon's blasphemous declarations, and the echoing chorus that follows them, thunder through the jungle for miles.

Despite its dangers, Lemoriax boasts some of the largest and most diverse slave markets in the Outer Planes, drawing visitors from throughout the Great Wheel. Mortals in search of demonic muscle can take their pick from the brutes of Gaping Maw, provided they're willing to pay a price that isn't necessarily measured in coins. Finally, Demogorgon's investigations into the deeper mysteries of the Abyss ensure a great flow of historical and magical objects rescued from remote layers of the plane. While the most potent examples end up in the treasure vaults of Abysm, surplus or misidentified items usually fall to the rank-and-file of Lemoriax.

The Scabwash Sentinels: Demogorgon is responsible for the creation of several unique demon hybrids and infernal constructs, with the relentless retrievers (*MM* 46) being the best-known example. The hollowed-out interior of this pair of connected stone pinnacles contains the workshop-domains of five brilliant sibriex obyriths and their numerous servitor demons. The ocean nearby churns with the idiot gyrations of failed experiments released into the wild, while great ducts attached to the workshops constantly spew toxic alchemical runoff.

The Screaming Jungle: Near the city of Lemoriax, the Screaming Jungle meets an immense inland bog populated by troglodytes, lizardfolk, hezrou demons, and the few yuan-ti cultists who manage to survive the natural hazards of the layer. Farther into the interior, the ground hardens and the canopy grows dangerously lush, casting the land in deep shadows. Here enormous dinosaurs battle for territory with dire apes and bar-lguras. A lost plateau deep in the mainland is said to hold a two-way portal to the Guttering Grove, the 90th layer of the Abyss and the realm of Ilsidahur, patron of the bar-lgura. The forest is named for the constantly keening fiendish monkeys, lemurs, and apes that dwell below its leafy canopy.

The Stygian Eye: Vessels that fall victim to this persistent maelstrom are deposited to a random location on the Abyssian Ocean. Pilots who draw within 300 feet of the churning whirlpool must make a successful DC 18 Profession (sailor) check to avoid being drawn into the swirling waters. The skies above the Stygian Eye roil with incredible storms, blasting the region with hurricane-force gales.

TABLE 5–12: GAPING MAW LAND ENCOUNTERS

d%	Encounter
01–10	Three bar-lguras (page 29) step from the shadows to challenge the PCs.
11–20	A cultured nalfeshnee (*MM* 45) from a much more civilized layer hopes to deliver a valuable evil artifact as a show of good faith to Demogorgon, but he is extremely alarmed at the savagery of the layer. He might offer powerful PCs a chance to serve as his protection until his transaction has been completed, giving the PCs a chance to meet the Prince of Demons himself!
21–40	The sound of snapping trees presages the appearance of an enraged fiendish allosaurus (*Monster Manual II* 70, 107).
41–60	A squad of ten troglodyte warriors (*MM* 246) led by a cleric of Demogorgon (CE female troglodyte cleric 5) angrily hunts for an escaped elf slave. The cleric rides in a palanquin strapped to the back of a fiendish giant crocodile (*MM* 107, 271).
61–80	A hunting family of six fiendish yrthaks (*MM* 107, 262) attempts to snatch the PCs and ferry them by air to a meeting with a potential ally among the sibriex demons of the Scabwash Sentinels.
81–100	The ground shakes with the approach of a fiendish spinosaurus (*MM* 107, *Monster Manual II* 72). Its scar-riddled body bears the personal seal of Demogorgon.

Table 5–13: Gaping Maw Sea Encounters

d%	Encounter
01–10	A flight of four fiendish wyverns (*MM* 107, 259) spots the PCs and attempts to snatch them from the surface.
11–20	The PCs attract the attention of a fiendish megalodon (*MM* 107, *Monster Manual II* 147).
21–30	The long-necked head of a fiendish cryptoclidus dinosaur (*MM* 107, *Monster Manual II* 70) attempts to snatch and swallow a PC.
31–50	The tropical skies cloud over and quickly take the form of a hurricane (*DMG* 94).
51–70	A pod of seven ixitxachitls (*Monster Manual II* 128) led by a 2nd-level ixitxachitl cleric of Demogorgon discovers the PCs and attempts to destroy them.
71–80	A wastrilith (*Fiend Folio* 54) confronts the PCs and claims that its master, Dagon, predicted their arrival. The wastrilith believes the characters are carrying a particular item that its master desires and demands that the PCs relinquish it, or else.
81–90	A school of four skulvyns (*Fiend Folio* 54) approaches the PCs on the behalf of a powerful myrmyxicus from the Abyssian Ocean who seeks to support them in an effort to humble Demogorgon.
91–100	Glusktubtum, the mighty fiendish dragon turtle (*MM* 88), surfaces from the endless depths, swearing vengeance against mortals and attempting to swallow as many of PCs as he can.

HOLLOW'S HEART

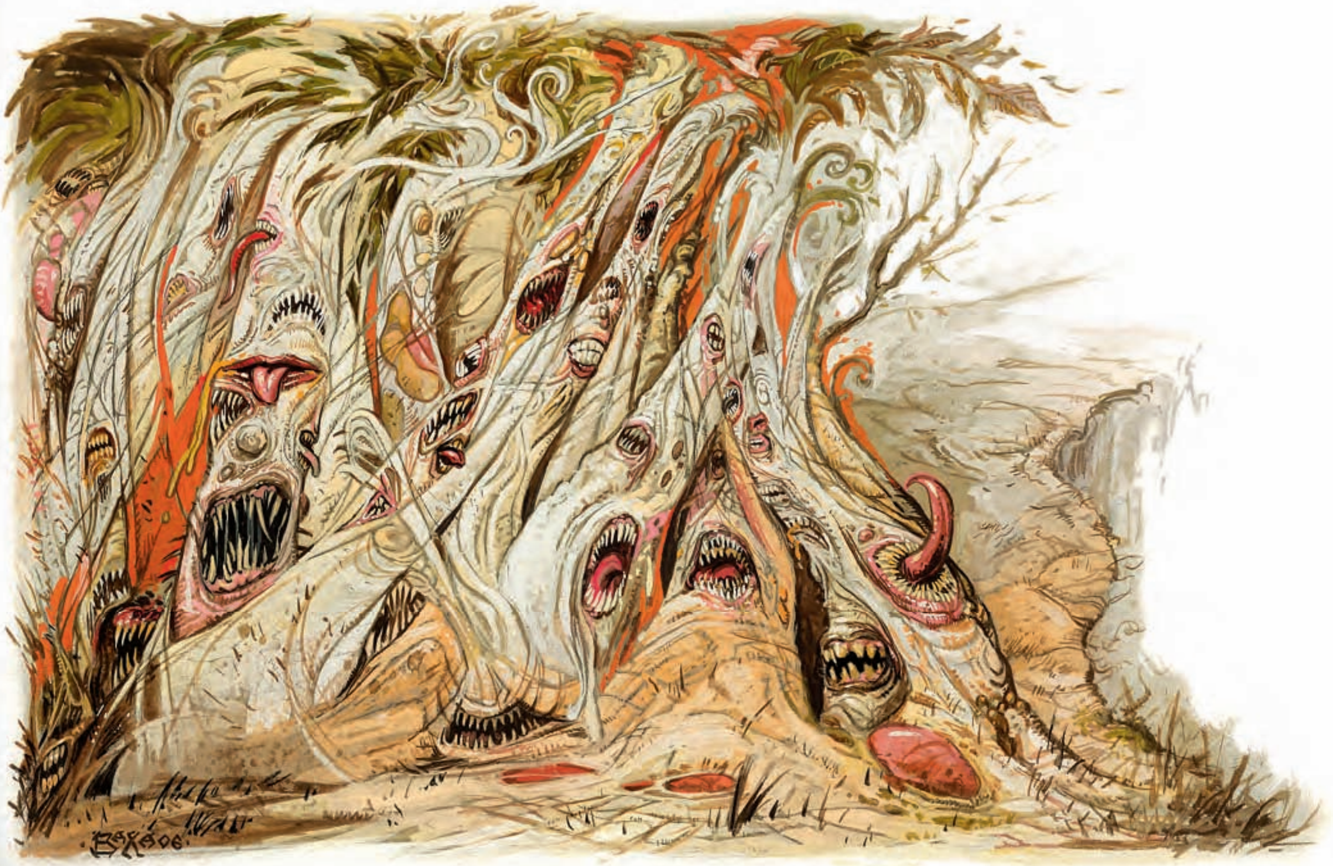
Layer Number: 176
Ruler: Fraz-Urb'luu (see page 63)
Traits: Finite

Fraz-Urb'luu, Prince of Deception, was among the first tanar'ri lords to dominate a layer of the Abyss in the fading days of the obyrith dominion. The demon's terrible magic staff allowed him to command immense armies of demons and other hateful creatures and served as the key of his absolute mastery over Hollow's Heart. At the height of his power, Fraz-Urb'luu could raise mountain ranges in a matter of seconds or drain bottomless seas with but a thought. Such godlike power bred incredible arrogance, and soon mighty Fraz-Urb'luu mastered the art of summoning his fellow demon princes to his own court, where he humiliated them before a chattering audience of sycophants.

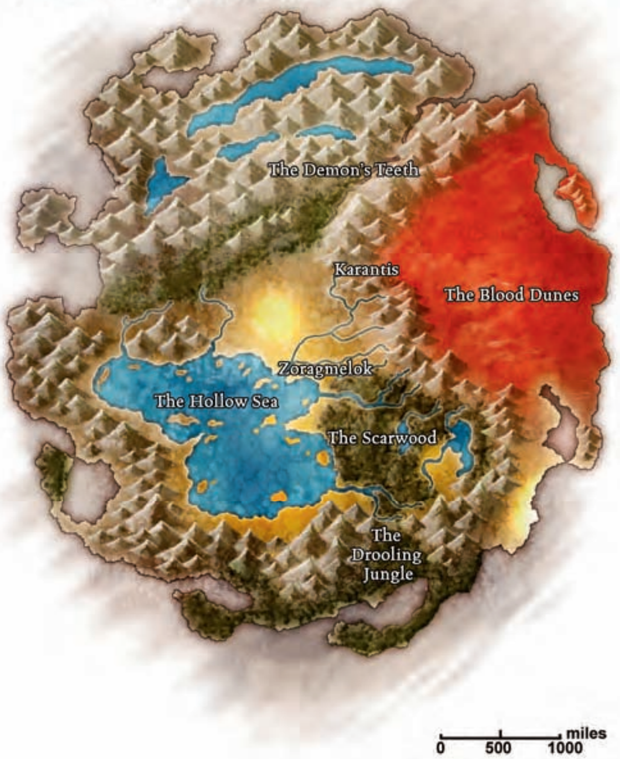
Instead of assailing him in the impregnable fortress of Hollow's Heart, Fraz-Urb'luu's rivals indirectly aided one of the demon's enemies, the archmage Zagig Yragerne. Using a demon-provided artifact called the Ichor Lance, Zagig bested the Prince of Deception in battle on the Material Plane, binding him to a bas-relief in the dungeons of Castle Greyhawk for more than 200 years.

On the Abyss, Fraz-Urb'luu's demonic rivals squabbled over his layer, managing only to destabilize and ruin it. Upon returning after his eventual escape, the Prince of Deception found his beloved layer barren and lifeless, an endless expanse of fine white powder under a starless black sky. Here and there squatter demons had managed

Illus. by T. Baxa



The Drooling Jungle of Hollow's Heart


HOLLOW'S HEART

to craft islands in their own image, but most of them couldn't stand up to his brutal attacks and abandoned the layer shortly after his return. Elsewhere in the plane, however, powerful beings like Demogorgon and Graz'zt remember their former "audiences" with the prince and have begun to make retributive forays into his ill-protected reclaimed holdings.

The reformed Hollow's Heart is as large as a continent on a Material Plane world, but it is merely a sliver of the territory once commanded by the Prince of Deception, and every inch of regained ground reminds Fraz-Urb'luu how much he has lost at the hands of his hated human enemies.

Chaotic evil rakshasas known as the Hollow Rajahs command several of the demon lord's key settlements and citadels. These ruthless, capricious creatures serve as the de facto government of the layer, while Fraz-Urb'luu himself focuses upon rebuilding his domain and affairs in the capital city of Zoragmelok. Despite the lack of heavenly bodies, the ground of Hollow's Heart is illuminated as if under a noonday sun.

A brief summary of notable locales follows.

The Blood Dunes: Temperatures in this desert of sticky blood-red organic particles never dip below severe heat, and often reach levels of extreme heat (see Heat Dangers, *DMG* 303). Dune-choked ancient ruins deep in the expanse crawl with powerful mummies and regal lich lords.

The Demon's Teeth: Fraz-Urb'luu created this immense, trackless mountain rage shortly after returning from exile, tearing its jagged heights from the fabric of the plane itself in a fit of rage that lasted years. The extremely sharp faces and ledges pose significant danger to climbers, who must take care to avoid crippling lacerations. Four deep lakes of turgid bile rest in the range's interior, havens for enemies of Fraz-Urb'luu who refuse to abandon the layer.

The Drooling Jungle: A constant chorus of choking and muttering gasps echoes in the canopy of this steaming jungle of fleshy trees at the periphery of Hollow's Heart. Flabby mouths upon the pliant trunks and boughs of the tumescent vegetation drool caustic bile and poisonous ichor upon the "ground," a strangely warm, rubbery sheet of senseless skin covered with thick black hairs that double as undergrowth. Basilisks, acid-spitting hydras, and legions of gibbering bar-lguras abound. A gigantic 30 HD nalfeshnee called the Gardener protects the vast expanse from interlopers like a farmer hunting for gophers.

The Hollow Sea: Most of the layer's civilization clusters around the shores of an inland ocean of befouled water known as the Hollow Sea. In squalid towns like Athawyn, Bonepus, Magghat, and Uanthur, orcs, goblins, and ogres await orders from the capital city of Zoragmelok to come to the defense of the layer or raid another. In moments of relative quiet, the savage humanoids turn their attention to the numerous islands that dot the sea, each with its own gate to the Material Plane. Humans from a variety of worlds often emerge from these gates and find themselves trapped on Hollow's Heart, where they are hunted down and tortured for the amusement of Fraz-Urb'luu.

Characters who drink the sea's rancid, greenish waters must make a successful DC 12 Fortitude save or take 1d2 points of Constitution damage as both initial and secondary damage.

Karantis: This massive temple of iron and porphyry built atop a sprawling mesa overlooking the Hollow Sea serves as the focus of Fraz-Urb'luu's worlds-spanning cult. Approximately 6,300 half-elves, dwarves, halflings, gnomes, and half-orcs dwell here under the tutelage of the Hollow Rajah Kiltikairit (CE male rakshasa cleric 7/mystic theurge 6).

The Scarwood: The scar-covered survivors of Zoragmelok's walls sometimes flee into the depths of this deciduous woodland, where they have begun to form primitive societies of desperate scavengers. The Prince of Deception waits just long enough for the hardscrabble refugees to develop a sense of hope—perhaps a decade or so—before ordering his servitor demons to hunt down and destroy them.

Zoragmelok: Fraz-Urb'luu himself dwells in this sprawling, roughly circular city of corkscrew towers, twisted domes, and vast amphitheaters. The city appears empty save for the demon prince and his succubi consorts, but beneath the cloak of illusion tens of thousands of petitioners live out the afterlives of their dreams, surrounded by friends and loving families for the rest of eternity. Slowly, the Prince of Deception peels away these comforts one by one until the shuddering human souls are nothing more than feeble shells of doubt and self-pity. These are the Deceived, humans sacrificed in Fraz-Urb'luu's name by his wicked cult, and their final betrayal is among the few things that temporarily sate the demon prince's wrath over his humiliation at the hands of humanity.

The immense, razor-hooked adamantine walls of Zoragmelok are festooned with the twitching near-corpses of countless human bodies tended by a small army of harpy clerics who flap from body to body, attempting to keep them alive just long enough to prolong their suffering.

TABLE 5–14: HOLLOW'S HEART ENCOUNTERS

d%	Encounter
01–30	A ragtag group of 2d6 desperate human refugees implores the party for food and protection.
31–50	A pack of six abyssal skulkers (*Monster Manual II* 57) and their leader, a 7th-level human half-fiend cleric of Fraz-Urb'luu (*MM* 147), pursues a group of wounded human refugees. Killing the cleric triggers an investigation by three succubi (*MM* 47) under orders from the Hollow Rajahs. The succubi ride nightmares (*MM* 194).
51–70	Five rambunctious abyssal maws (*Monster Manual II* 56) burst from a subterranean den and overrun the PCs' campsite.
71–80	A dozen rutterkins (see page 51) pull an iron cage containing a captured celestial lion (*MM* 31). They and their leader, a bar-lgura (see page 29), are heading to Zoragmelok to present the "gift" to the Prince of Deception, hoping it will curry some favor.
81–90	The PCs cross the path of a huge retinue of demons and savage humanoids following a Hollow Rajah (CE male rakshasa sorcerer 13) to business in Zoragmelok.
91–100	A vrock (*MM* 48) spies the PCs from the air and closes in for parley. The greedy creature threatens to give the presence of human PCs away to his superiors, the Hollow Rajahs, unless they give him a valuable magic item.

SHEDAKLAH

Layer Number: 222
Rulers: Juiblex and Zuggtmoy (see pages 66 and 79), contested
Traits: Finite, minor positive-dominant

The 222nd layer of the Abyss is a bubbling morass of oozing, fetid sludge situated between two sluggish branches of the River Styx. Here and there, a low hillock or fungal forest peaks up from the plain of caustic, unintelligent slime. An overcast sky of mud-brown and rotten green clouds casts the layer in pallid gloom. Every few hours, a pregnant cloud bursts, spilling torrential rains of polluted water. A thin film of cloying moisture covers everything on the layer.

Shedaklah is the contested Abyssal domain of the demon lords Zuggtmoy, Queen of Fungi, and Juiblex, the Faceless One. Conflict over dominion of the layer persisted for centuries with Zuggtmoy retaining the upper hand, keeping Juiblex and his intelligent slimes to the deepest caverns and far from her fungal children. Recently, however, Zuggtmoy's Material Plane machinations with the demigod Iuz drew her from the Abyss, and ultimately into a magical trap below the infamous Temple of Elemental Evil. In her absence, the Faceless One surged throughout all of the subterranean reaches of the layer and even onto the surface itself. Since returning, Zuggtmoy's primary objective has been to drive the Faceless One's minions back below, but thus far she is meeting with frustratingly little success.

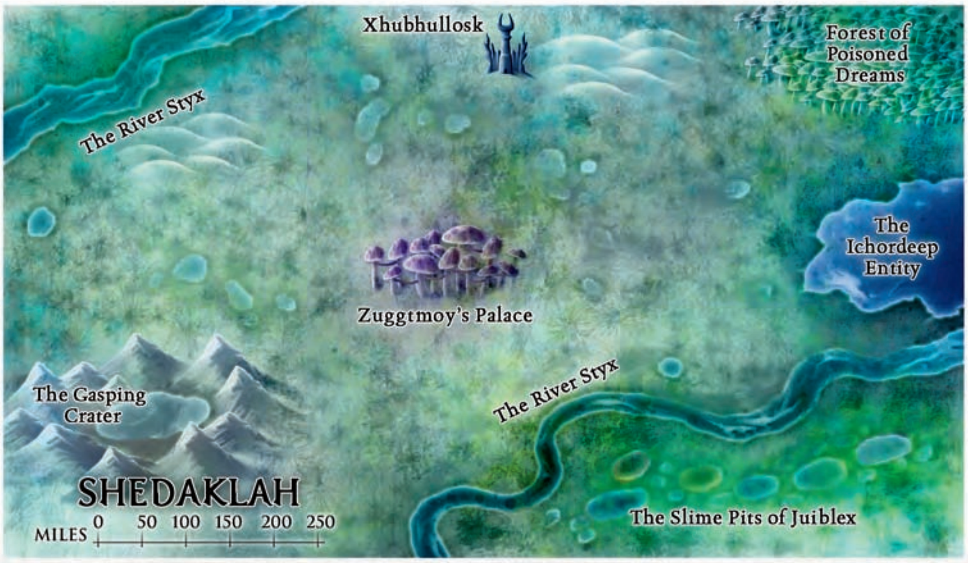
All manner of plant and fungal creatures dwell upon the surface of Shedaklah, paying honor to Zuggtmoy by means of the parasitic processes that keep them alive. Phantom fungi, myconids, shambling mounds, tendriculoses, and giant sundews—many fiendish or half-fiendish—abound on the layer, reveling in its unnaturally warm dampness. These faithful servants of the Fungi Queen seek out and destroy the few alien beings of organic ooze that emerge from the lightless depths of the layer, but in the deeper caves the slime creatures of Juiblex are so numerous that one must swim through them to make progress.

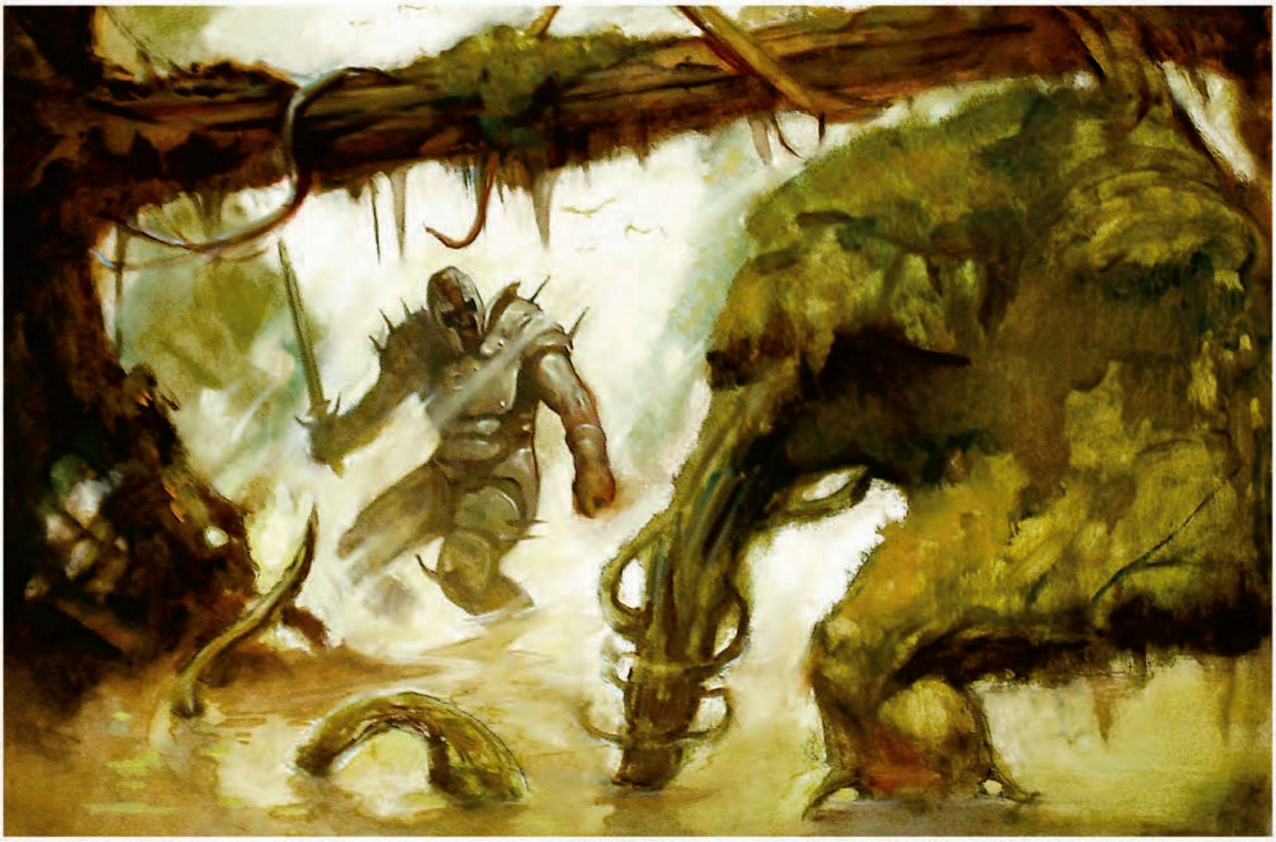
The listless souls of victims claimed by Zuggtmoy's cults on the Material World wander the surface of Shedaklah, numbly seeking shelter and hopelessly fishing for food that is too infested to eat. When these constantly starving, endlessly suffering playthings grow too sparse, the demon queen turns her attention once more to the mortal realm in an effort to increase the power and influence of her cult, bringing more and more lost souls to Shedaklah.

Due to its riotous abundance of life, the layer is infused with life-giving positive energy, reflected in its minor positive-dominant planar trait. All living creatures on Shedaklah gain fast healing 2 as an extraordinary ability for as long as they remain on the layer.

Descriptions of some of Shedaklah's most prominent locales follow.

The Forest of Poisoned Dreams: This vast forest of tree-sized toadstools and boulder-shaped fungal growths is the feeding ground for most of the layer's fiendish inhabitants, who constantly range about the poisoned stalks and spongy ground for the rare edible morsel. The most common source of provender comes from extraplanar explorers, who flock to the Forest of Poisoned Dreams because its fungal blooms boast some of the most phantasmagoric psychotropic plants known to the Great Wheel.





Regdar takes on a shambling mound in the swamps of Shedaklah

Illus. by E. Gist

Shedaklah attracts the addict and the enlightenment-seeker alike, and both come looking for the same thing—escape from the terrestrial world on the calming waves of a surrealistic poison-fueled spirit journey. Characters who spend a week meditating and ingesting the local fauna can attempt a DC 25 Profession (herbalist) check. Success indicates a breakthrough, resulting in a +2 inherent bonus to Wisdom (creatures can benefit from this effect only once in their lives). Characters who fail the check must succeed on a DC 20 Fortitude save or immediately die, and gain no benefit from the spiritual journey.

The Ichordeep Entity: This slowly expanding stain of colonial algae appeared about the same time Zuggtmoy was bound in the Temple of Elemental Evil, growing to dominate hundreds of miles of territory by the time she returned to the Abyss. The syrupy expanse of purple and black plant matter occasionally generates giant pseudopods capable of grasping prey from the air above, betraying at least rudimentary sentience. Zuggtmoy has not spoken of the entity since her return, leading some of her followers to speculate that she has no control over it.

The Slime Pits of Juiblex: At the edge of Zuggtmoy's control, across the far bank of the River Styx, five bubbling slime-filled chasms erupt onto the surface of Shedaklah like pus from a broken scab. Ranging in color from olive, mustard, green, ochre, and gray, the pools lead deeper into the heart of the layer, where the Faceless One Juiblex holds sway. Legions of oozes and formless jellies serve Juiblex within the pits, moving at his orders and devouring what he tells them to devour. The most powerful of these servants, a hezrou-possessed black pudding of exceptional size known as Darkness Given Hunger (*Book of Vile Darkness* 136), serves as Juiblex's most favored servant, occasionally venturing to the surface or into the Material Plane on the hunt for a particularly delicious morsel.

Xhubhullosk: The only notable mortal settlement on the layer, this rag-tag assortment of flimsy lean-tos and rotting stalk-structures is home to perhaps 400 hopeless folk who became stranded on the layer for one reason or another. Insane rough-skinned myconids, their caps a jumble of tumors and parasitic growths, consider themselves honored servants of Zuggtmoy, spreading her infernal gospel while helping the unlucky mortals to separate poisonous from edible food (with the latter being in extremely short supply). The humans and half-orcs who dwell within the town's rickety walls attack the morose petitioners of Shedaklah on sight. They are initially hostile to strangers, seeing them as potentially deadly competition for important resources.

Zuggtmoy's Palace: Zuggtmoy constructed her stinking palace from what she claims are the largest fungi in the multiverse, two dozen titanic pale yellow and rancid brown mushrooms that rise nearly four miles into the air from a bog at the geographic center of Shedaklah. Bridges of shelf fungi connect the cancerous growths, which hold numerous horrific chambers hollowed out from their stalks and caps. The swampy land surrounding the palace is choked with acid puffballs and poison vapors.

In addition to the Demon Queen of Fungi, the monumental fortress holds a large number of advanced rukarazylls (*Monster Manual II* 181) who serve as Zuggtmoy's favored messengers and assassins. It is also home to Yibyiru, the Rancid Lady of Bitter Bile, a simpering, poisoned-skinned abomination alternately described as Zuggtmoy's senile mother or idiot daughter, depending upon the text. The slovenly, spattering creature serves as a sort of chambermaid or major domo for the palace, but when the Queen of Fungi leaves the layer on business it is Yibyiru who keeps things together. Her potent natural toxins are said to be strong enough to effect even those usually immune to poisons.

Table 5–15: Shedaklah Encounters

d%	Encounter
01–20	A swarm of more than 500 bloodbloaters (*Fiend Folio* 16) harries a vulnerable PC, drawn to her warm blood.
21–30	A morose vine horror (*Fiend Folio* 185) emerges from behind a giant toadstool, beckoning the PCs to an audience with its master, the Ichordeep Entity.
31–50	An energetic gang of six Abyssal maws (*Monster Manual II* 56) crowds around the rotting corpse of a slain tendriculos.
51–60	Distant flocks of disturbed winged demonlings and stirges mark the approach of a Gargantuan flesh jelly (*Monster Manual II* 104).
61–70	A sheltering mound of vegetable matter is in fact a hungry red sundew (*Monster Manual II* 179).
71–80	The PCs must deal with the reality warping effects of proximity to a teratomorph (*Monster Manual II* 194) before the enormous creature bursts from a bog to attack.
81–100	A school of seven wystes (*Monster Manual II* 200) attacks from beneath the surface of a particularly wet region.

YEENOGHU'S REALM

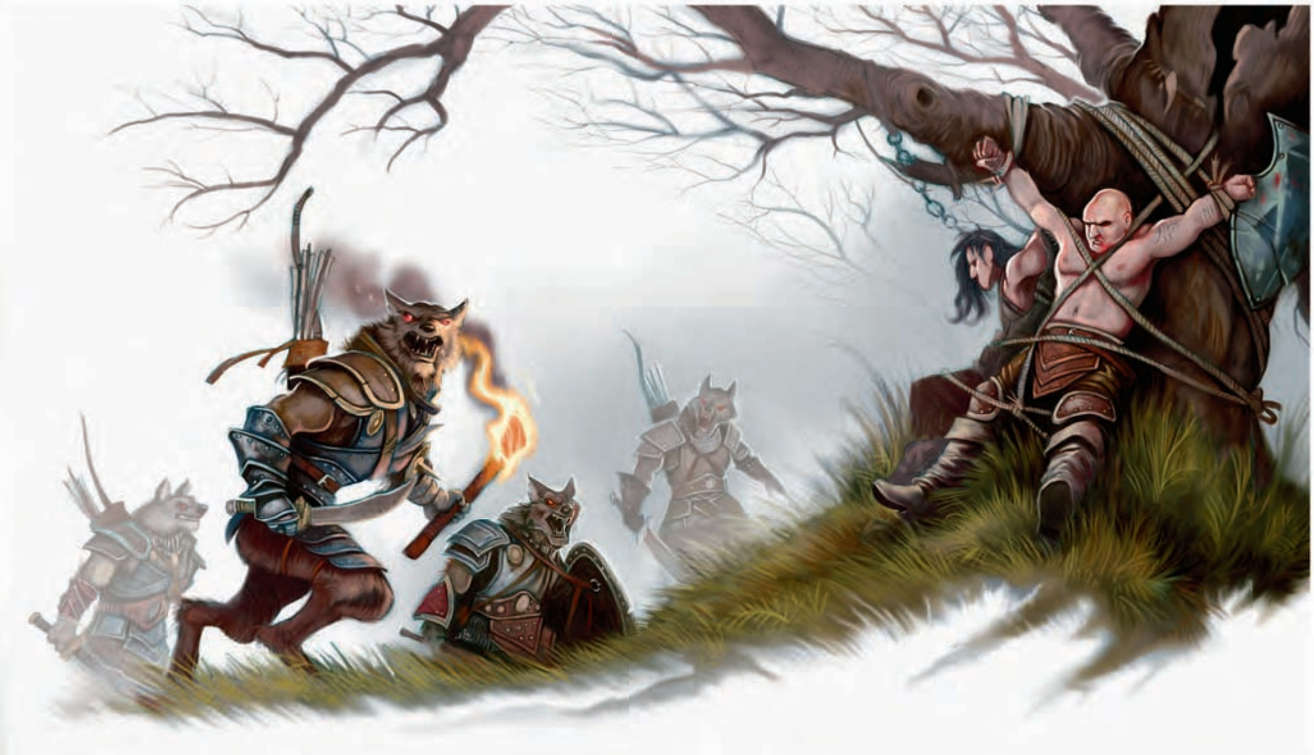
Layer Number: 422
Ruler: Yeenoghu (see page 78)
Traits: Finite

The savage demon lord Yeenoghu, Prince of Gnolls, rules the dun savannahs of the 422nd layer of the Abyss, which he unimaginatively calls "Yeenoghu's Realm." The name fits, for the countless gnolls and mortal slaves who dwell under its low-hanging red sun consider Yeenoghu the unquestioned leader of all he surveys from the ledges of his towering mansion. The edifice, as large as a human city, rests upon great stone rollers, allowing it to be pulled throughout the layer by thousands of slaves kidnapped from the Material Plane.

Roughly every year, the palace makes a great widdershins circuit of the realm's three primary encampment sites, stopping at the immense dormant form of the obyrith lord Bechard for Yeenoghu to gain telepathic council, and at the Gathering Gate to replace those slaves who have died under the strain of pulling the layer's capital.

A catalogue of locales upon Yeenoghu's route, and a few some distance beyond, follows.

Azael's Waste: Long ago, before the coming of Yeenoghu, this layer of the Abyss was a sprawling desert of shifting dunes and toppled cities. The barren landscape reflected the dour nature of Azael the ensnared, a potent fallen angel hero of the Upheaval. The demon ruled the layer—then called the Savage Searing—from the crumbling foundations of an enormous plaza to which he had been chained in ancient days. Despite his bondage, Azael ruled a cult that extended deep into the Material Plane, but it was not enough to save him when the bestial god-killer Ma Yuan



Gnolls offer up their captives in tribute to Yeenoghu

Illus. by W. O'Connor

paid a disastrous visit. Only an oily black stain remains of the once mighty demon prince, a seeping wound in the living Abyss. Despite Azael's absence, his influence lingers still. The layer north of the Screaming Peaks refuses to give way to Yeenoghu's will, retaining its original desert features as a stinging reminder to the Prince of Gnolls that he has a great distance to go before achieving the status of Demogorgon or Graz'zt.

Bechard's Landing: Before even Azael ruled this layer it was the domain of the obyrith lord Bechard, Lord of Tempests. Although treachery at the hands of the tanar'ri eventually severed Bechard's connection to the layer and drained the life from his pallid husk, the obyrith's death throes have spanned millennia. The enormous demon now resembles a knotty beached whale, incapable of movement and constantly baking in the layer's scorching sun. From time to time, the coastal outcropping that bears his barely alive corpse is battered with ferocious hurricanes of treacherous winds and acid rain—Bechard's once flawless command of the weather triggered involuntarily by the agonizing throes of an all-too-slow death.

Although the creature cannot so much as move his mouth to speak, Bechard retains a fragment of his once vast sentience. If contacted telepathically, he converses in slow, melancholic tones about an era before the tanar'ri, about the rise and fall of the earliest demons. A trusted frequent visitor might eventually hear Bechard say that the demons did not originate on the Abyss but instead migrated here from elsewhere after abandoning a race of fiendish creators now lost to history. Yeenoghu marvels at these tales, even if he does not fully understand their import, and the Prince of Gnolls recently amended the regular journey of his rolling mansion to include an annual stop to converse with the dying obyrith.

The Curswallow: The savagery of gnolls breeds inattentiveness, and some of the uncounted thousands of mortal slaves toiling under the realm's open skies are bound to escape. Disciples of Yeenoghu and dangerous predators choke the Seeping Forest, and with the ravenous undead of the King of the Ghouls infesting the Screaming Peaks, the safest direction for a mortal to flee is due east, to the sanctuary of a rough yellow ocean called the Curswallow.

The Prince of Gnolls and his yapping thralls abhor the soupy sea, refusing to approach its bitter waters. Far from shore, an armada of escaped mortal slaves bands together for survival, skirting back and forth from shore to rescue escaped slaves or even mortal gnolls disaffected with Yeenoghu's revolting pretensions. While an occasional harpooned sea beast can feed the armada for a month or more, their most common provender is manflesh.

When food grows scarce, the ships' crews isolate weak passengers and murder them, preparing their flesh for consumption by everyone on the ship. Each person eats a small sample of their former shipmate to prove their loyalty and dedication to survival, but the real feast doesn't begin until some of the newest refugees refuse to partake in the grisly meal. The tense crew then falls upon these "cowards" with ruthless savagery, murdering them and immediately dressing their corpses for the main course.

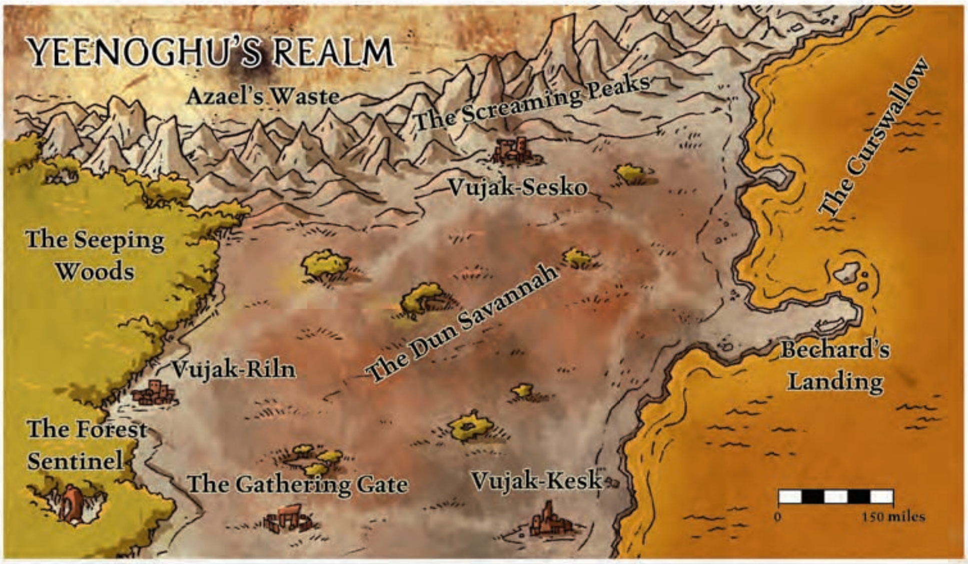
The leader of the Curswallow armada is Malagash Unosh (CE male human rogue 10/legendary captain 10; *Stormwrack* 56), the self-styled Cannibal King. He travels upon the galleon Harvester, at the center of the fleet. Every few months, Unosh leads his armada far from Yeenoghu's shore to the limits of the layer and into the transplanar Abyssian Ocean, where they prowl the seas in search of more ships to add to their growing fleet.

The Dun Savanna: Packs of feral gnolls, scavenging hyenadons, and numerous intemperate beasts crowd the endless grayish-brown flat grassland known as the Dun Savanna. Carnivorous beasts aggressively hunt the savanna's other inhabitants, including Yeenoghu's enthralled gnolls. Only the fittest creatures survive. The stubborn grass grows in huge clusters rather than uniformly over the plain and bears edges as sharp as daggers. Thornslingers and strangleweed are common, and the few pools of collected rainwater are choked with disease.

The Screaming Peaks: At times it seems as if the layer itself conspires to keep explorers from passing through these peaks to the near-forgotten desert beyond. Paths inevitably lead to defiles packed with hungry undead, and colossal flying tyrants of rotting flesh prowl the skies of the range's jagged valleys

A forlorn mountain cave near the Vujak-Sesko encampment houses an ancient gate to the 421st layer of the Abyss, the domain of Doresain, King of the Ghouls and vassal to mighty Yeenoghu. Civilized beings known as true ghouls dwell within the layer's White Kingdom, a cosmopolitan undead society composed of a rotting, flesh-craving aristocracy. A handful of maurezhi (*Fiend Folio* 50) dwell within the layer's gnoll population, taking on hyenalike forms with their assume appearance special ability.

The Seeping Woods: An endless expanse of twisted yellow-leafed trees defines the Dun Savanna's western periphery, effectively marking the traditional extent of Yeenoghu's



influence in the layer. Southwest of the mortal-inhabited logging encampment of Vujak-Riln stands a colossal statue of the Prince of Gnolls, casting a contemptuous glance to the horizon as if surveying an already conquered landscape. A group of 14 succubi currently commands the territory within a mile radius of the monument, planning to destroy it to bring humiliation to the Prince of Gnolls with the sensuous blessings of Malcanthet.

The Gathering Gate: This huge circular portal can be manipulated to allow two-way access to a number of Material Planes worlds known to Yeenoghu. The gnolls of his wicked cult harvest slaves through the gates to join the pitiful wretches forced to pull the prince's imposing mansion or the even less fortunate wretches cast into the wilderness as the provender of fiendish beasts.

Table 5–16: Yeenoghu's Realm Encounters

d%	Encounter
01–20	Ten gnoll slavers (*MM* 130) and a flind taskmaster (*Monster Manual III* 62) try to wrangle a herd of 30 assorted mortal slaves to the bondage markets of one of the layer's larger encampments.
21–30	A gang of three Abyssal ghouls (*Fiend Folio* 13) serves as an official delegation from the King of the Ghouls. If they are destroyed, Doresain takes a personal interest in the PCs and continues to send powerful minions against them until he is himself eliminated.
31–50	Twelve hungry ghouls (*MM* 118) attempt to surround the PCs at an inopportune time.
51–70	Eight escaped slaves stumble upon the PCs and ask for assistance reaching the coast alive. There they rendezvous with a ship in league with the Cannibal King.
71–80	Five terror birds (*Fiend Folio* 175) chase the PCs from a great distance, allowing the quarry a few precious minutes to fully prepare before slamming into the group in a frenzied rage.
81–90	A Gargantuan 33 HD juggernaut (*Monster Manual II* 132) tries to mow down the PCs.
91–100	A party of five flinds (*Monster Manual III* 62) from the Material Plane seeks to offer their services to the Prince of Gnolls, planning to present the PCs' pelts as tribute to their feral lord.

ANDROLYNNE

Layer Number: 471
Ruler: Pale Night (see page 74)
Traits: Finite

Deep in the Abyss rests a phantasmagoric realm of horror that is also a bastion of hope. Though wracked by constant, bloody warfare and inhabited by legions of wicked tanar'ri, the land of Androlynne attracts powerful beings of good to its rolling hills and flowered fields. Perhaps here more than anywhere else in the Abyss the conflict is defined in terms of good and evil rather than upon evil devouring different shades of itself. Such has it been in Androlynne since the days immediately following the Age before Ages, for the heart of the layer's struggles was forged before the obyriths lost the Abyss.

When Miska the Wolf-Spider fell upon the fields of Pesh and the Queen of Chaos abandoned Pazunia, a vast eladrin host from the wilds of Arborea descended upon the Plain of Infinite Portals, assaulting its iron fortresses and weakening them for the inevitable tanar'ri revolt. In those dying days, when the obyrith influence had not fully faded, a group of the spiteful ancient creatures initiated a terrible revenge.

The obyrith Pale Night finally misled Royal Consort Ascodel of the eladrin Court of Stars, appealing to his concern for the well being of the most vulnerable eladrins—their children. Through subterfuge and magical influence, Pale Night tricked Ascodel into a blasphemous pact, and with that the Abyss gained thousands of new permanent inhabitants—an entire generation of eladrin forever bound to one of the deepest and least accessible layers of the Abyss.

The Mother of Demons pursued the bound children to Androlynne, which she had already stocked with terrifying demons and monstrous beasts to make their screams more satisfying. Pale Night and her rapidly declining obyrith allies planned to leisurely pick off the children one by one as a way to prolong their revenge for the eladrin invasion, but before the exterminations could begin in earnest, goodly creatures managed to push their way into Androlynne to come to the children's defense.

First, a noble ki-rin arrived, followed by foo creatures, a hollyphant, and a pack of moon dogs. By the time the third couatl had arrived, an all-out war had broken out on Androlynne, a bloody, senselessly savage conflict that continues to the present day. Ascodel himself died on Androlynne protecting the children he had unwittingly betrayed, and even Queen Morwel's current consort, Faerinaal (*Book of Exalted Deeds* 153) continues the tradition of his predecessors, spending much of his time personally overseeing the defense of the innocent eladrins trapped on Androlynne.

The eladrin children, kept eternally young by the pact that still binds them to the layer, are much diminished from their earlier days, numbering now fewer than 100 souls. Their increasing scarcity makes their defenders fight all the harder, with the forces of good adamant in their zeal to protect the few remaining eladrins from harm and working together to break Pale Night's hold on them so that they might, at long last, be returned to their rightful place in Arborea.

After so many centuries of benevolent defenders flocking to the layer and due to the children's overwhelming purity, Androlynne itself has changed significantly over the years, shifting from a haunted colorless nightmare realm to a deliriously beautiful surrealistic landscape of vivid pastels and lush, alien vegetation. Impossibly huge light-purple clouds dominate the sky, their peripheries frequently taking the shape of screaming faces, animals, or even incongruous household objects.

The map provided here shows a principal front of the war, near the goodly settlement of Pascorel. The evil forces, led by the likes of the jovoc warrior Sneer or the glabrezu Vulgorger, push in from the north bank of the Hoppenstain Run. Across the river, human militia led by the faerie generals Honeydip, Appelstance, Thornswallow, and Popinjay do their best to hold the river long enough for reinforcements from Melantonberg or Eddleston's Blessing to arrive and grind the war once again into a precarious stalemate.

The eladrin children are not cowards and often fight alongside their protectors when the layer flares into open conflict (rather than sustained sniping from both sides). The protectors often wince at this, for it puts the children at great risk, and the demons of Pale Night are not known for their subtlety or their compassion when they capture an eladrin alive.

A brief summary of important Androlynne locales follows.

Boldybingian Woods: Foo creatures and other goodly helpers usually arrive in the depths of this sweet-smelling forest by way of stable gates to elsewhere in the Upper Planes and throughout the Great Wheel. The creatures frighten the children away from the forest to protect the secrets of these portals, for if a childlike eladrin discovered a portal it could not use, the resulting melancholy might tip the war disastrously against the forces of good. Almost no evil creatures dare venture into the wilderness, but a few fey are so alien as to appear harmful or threatening, and their powerfully territorial instincts can result in some problems for nosy PCs.

Eddleston's Blessing: The eladrins and many of their protectors view the small town as a sort of safety zone due to the ancient legend, but thus far it has not been put to the test.

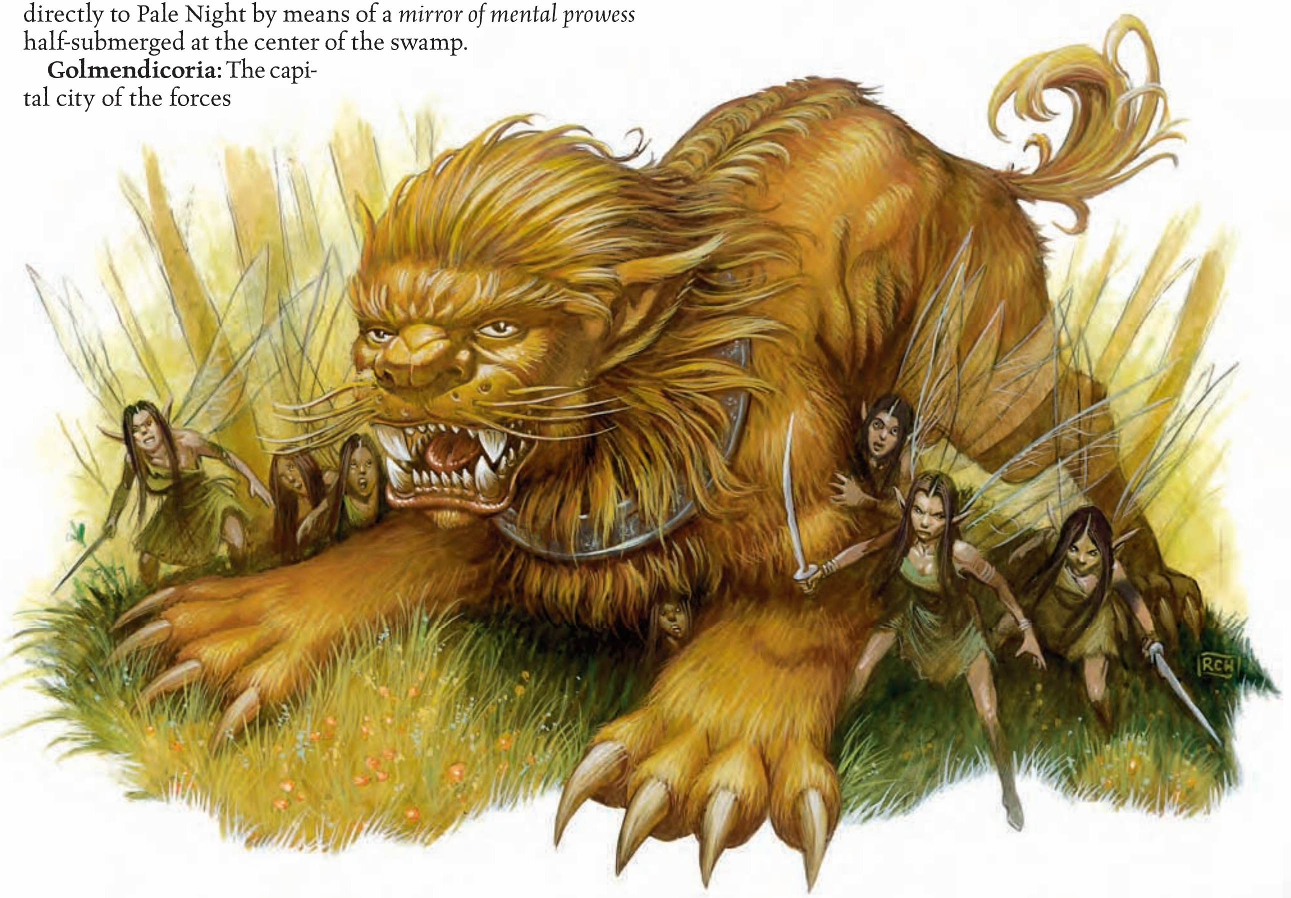
The Fen of Ill Odor: This steaming, overripe swamp is the unquestioned domain of Valastigor, a sinister darkweaver (*Fiend Folio* 39) that has developed a taste for curious eladrin over the centuries. While Pale Night's demon armies thrust themselves against the goodly host, Valastigor plots to disrupt the children's protectors from the inside. It uses its *shadow walk* spell-like ability and a *ring of invisibility* to spy upon its enemies, reporting its discoveries and conclusions directly to Pale Night by means of a *mirror of mental prowess* half-submerged at the center of the swamp.

Golmendicoria: The capital city of the forces arrayed against the trapped eladrin children, this darkened town of crooked towers and cracked-cobble streets is populated by all manner of vile creatures seeking the favor of the Mother of Demons. Some few profess to be her progeny, but whether these claims stir any affection in her is not knowable, for to look directly into the face of Pale Night is to forfeit your life.

A squat structure on a low hill overlooking the town square houses the Golmendicorian War College, where many of the important battles of extermination are planned. The eladrins' protectors (and even a few brave eladrin themselves) have broken into this place and stolen the war plans on numerous occasions, but the stubborn demons never think to move to a more easily defended location. As a result, there are few better ways to gain the respect of the eladrin children or their protectors than to sneak in and out again with the plans without the enemy knowing that it happened. The last to accomplish this feat, 350 years ago, was the elf prince Archosian Brightflame of Celene, formerly a hero on the Material Plane and currently the general of an army defending Melantonberg.

Melantonberg: The pastoral town of Melantonberg has been the rallying point of the children's defenders for generations. The place has no government; the protectors follow the (occasionally immature) dictates of the eladrins, viewing them as the hosts and themselves as the honored guests. In times of relative peace, the eladrin children lead great expeditions across the countryside in search of flowers to add to Melantonberg's magnificent gardens, which explode with a huge variety of diffuse watercolors. Some 40 or so eladrin

Illus. by R. Horsley

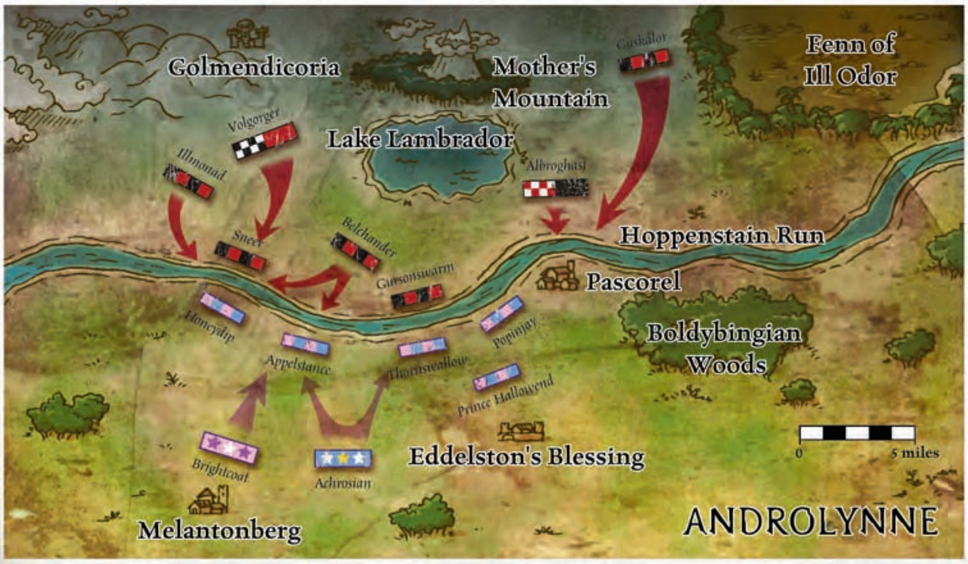


A group of eladrins and a foo lion prepare to assault evil on the layer of Androlynne children dwell here, with the others spread throughout the other towns and the rest of the layer.

Mother's Mountain: The looming mountain north of the haunted Lake Lambrador seems completely out of place, as if imagined by a wholly different mind than the architect of the rest of the layer. It is one of the few locales to retain the layer's original atmosphere, and it clings to its identity with the help of its some-time resident, the demoness Pale Night herself. The Mother of Demons commands her brutal legions from the heights of this towering peak, retreating to the icy chambers within to plot future moves against her enemies. A maddeningly clever labyrinth cut deep into the mountain leads to the Endless Maze of Baphomet (layer 600), the location of Pale Night's infamous Bone Citadel.

Table 5–17: Androlynne Encounters

d%	Encounter
01–20	A gang of four jovocs (*Monster Manual II* 58) harasses a youthful firre eladrin (*Book of Exalted Deeds* 169).
21–40	A cluster of twelve 3 HD twig blights (*Monster Manual II* 197) led by a bloodthirsty lhosk (*Monster Manual III* 90) emerges from a dense copse of trees to attack!
41–60	A gorgeous field of watercolor-red flowers turns out to be a dread blossom swarm (*Monster Manual III* 45).
61–80	The PCs find themselves in the way of seven headstrong coure eladrin (*Book of Exalted Deeds* 168) on a great adventure. The overwhelmingly innocent and good creatures stop for a while to playfully tease the PCs. They begin the encounter with a friendly attitude, and if made helpful they offer to lead the PCs to "the best view in the whole wide world."
81–100	The PCs' intrusion into Androlynne has attracted the attention of Shaichen, a noble couatl (*MM* 37). The creature asks the PCs for aid in the war or encourages them to leave peacefully, depending upon how it feels after scanning them with *detect thoughts*.



SHENDILAVRI

Layer Number: 570
Ruler: Malcanthet (see page 69)
Traits: Finite

Breathtaking Shendilavri, seat of the Succubus Queen Malcanthet, looks, feels, and smells like a heavenly paradise. Situated on a verdant sliver of land balanced between sweeping panoramic mountains and a lush ocean cast red under a heart-stirring permanent sunset, Shendilavri looks more like a romantic painting than a layer of the Abyss, but the magnificent vistas conceal a deadly truth: Shendilavri is paradise to Malcanthet alone, and its every charming feature exists only to lull its visitors into a false sense of safety and relaxation.

Beyond the manicured hanging gardens and the gleaming marble facades, Shendilavri hides endless torture chambers, laboratories, and murderous political schemes. Most mortal residents of the layer, drawn unwittingly into the Abyss by succubi or incubi posing as vivacious lovers, never experience the darker side of the layer, instead living out a life of utter luxury and decadence until they have become utterly corrupted. Then, their demonic lovers murder them—often slowly and with great precision—and their souls are utterly consumed to fuel Malcanthet's arcane power and command over the layer.

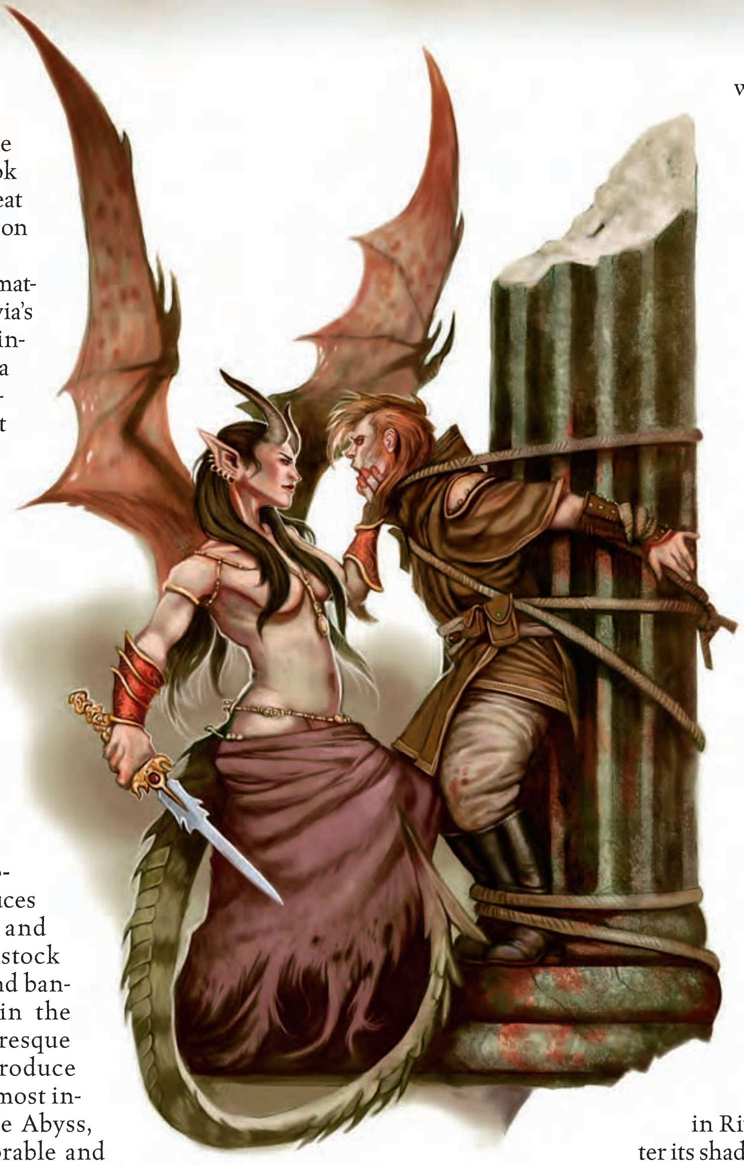
The queen's palace in the coastal city of Rivenheart caps a series of subterranean chambers and tunnels that lead throughout the layer, a haven for demonic rivals seeking to betray her and claim her title for their own. Despite endless attempts, Malcanthet has never been overthrown, and coup attempts seldom gain much traction thanks to the efforts of the Radiant Sisters, a cadre of 13 unswervingly loyal lilitu bards, but Malcanthet prefers to allow would-be betrayers to work their angles as long as possible before personally torturing them, almost as if she makes it easy to plot against her only because she enjoys little more than meticulously murdering her rivals. Those dissidents deemed unworthy of torture and elimination are instead shackled to slave galleons bound for Miomanta and the Fields of Harmony.

Several locations in Shendilavri deserve further mention.

Elluvia's Arch: Named for one of Malcanthet's greatest mortal followers, the enchantress Elluvia Maure, this monumental arch of rose-hued stone commemorates Malcanthet's many Material Plane victories. Its breathtaking bas-reliefs and lurid inscriptions highlight the legends of Malcanthet's many sexual conquests and progeny, including the names of important noble families tainted with her influence on several different worlds. Those spending at least an hour in consultation with the lore of the arch receive a +8 circumstance bonus on Knowledge (the planes) checks related to Malcanthet's history, and the secrets inscribed here would be invaluable if transcribed into a book that could be used to unseat powerful political figures on the Material Plane.

Sexual unions consummated below the eaves of Elluvia's Arch with a succubus or incubus always result in a pregnancy that produces a half-fiend child. It is said that at least once every 600 days, a lone female human garbed in purple robes visits the site and pays her respects to the Queen of Succubi. The pattern has repeated itself for hundreds of years, and many suspect the unusual stranger to be Elluvia herself, despite the wizard's presumed death nearly a millennium ago.

The Fields of Harmony: This lush plain produces the succulent fruits and delicious grains that stock Rivenheart's pantries and banquet halls. Vineyards in the foothills of the picturesque western mountains produce some of the finest (and most intoxicating) wines in the Abyss, with vintages so memorable and addictive that they are known by the most discerning connoisseurs of the Material Plane.



A succubus toys with Hennet on the layer of Shendilavri

Illus. by W. O'Connor

All of this agriculture requires a staggering number of slaves, usually political prisoners shipped by galley to the large seaside town of Miomanta from Rivenheart. By the decree of Malcanthet's Radiant Sisters, the slaves must serve for eternity (in the case of petitioners) or until they die and become enslaved petitioners (in the case of mortals). Lilitu slavewardens and succubi disguised as common slaves ensure that few workers ever escape their wretched servitude.

The Puzzling Hedge: The lore of Shendilavri suggests that those who enter this great leafy hedge maze alone and manage to find its center without being devoured by carnivorous plants are granted their heart's desire by the largesse of Malcanthet herself. Dead-end switchbacks sometimes lead to the Endless Maze of Baphomet, but the true center of the hedge labyrinth contains a portal to the Infinite Staircase (see Getting Around in the Abyss, above). Characters who attempt to cheat by flying into the air and surveying the maze or moving immediately to its center incur the wrath of Gulmengluum, a fiendish adult green dragon who keeps a constant vigil from the skies above the maze for exactly this purpose. Those who stay within the confines of the hedge maze have nothing to fear from the woeful wyrm, but those who attempt to steal their way into Malcanthet's gift risk a terrible fate.

Rivenheart: It is said that all desires can be sated in Rivenheart, the vibrant capital of Shendilavri. Nearly all of the city's inhabitants are mortals or pretending to be mortals, each seeking or providing a host of perversions, debaucheries, and euphoric experiences. Along avenues flanked with crumbling marble statues and delicately crafted free-standing pillars, succubi and incubi lead their dupes to a life of capitulation to the senses, for when the mortals finally give themselves fully to the pursuit of new sensations and addictions they belong to Malcanthet.

The Queen of the Succubi dwells in an immense palace of domed towers and skylit courtyards. The demesne has no doors, and all who dwell in Rivenheart are invited to enter its shaded halls and experience its forbidden pleasures. Such invitations bring uncounted thousands to the plane, but it is much easier to number those who manage to leave Malcanthet's abode than those who enter it.

Shudderwall: A free-standing cathedral in the foothills north of the Puzzling Hedge serves as the personal retreat of Malcanthet, where she takes some of her most-favored consorts for week-long erotic excursions designed to sap them of their will and make them forever her creatures. Numerous private chambers allow the Succubus Queen to invite vast retinues of followers and enraptured mortals to her retreats, during which all participants freely exchange partners in a panoply of carnal excess. "Do what thou wilt" is the whole of the law within the halls and bedchambers of Shudderwall, and many visitors find the ordeal too much to take, as affairs grow progressively violent and debauched. By the time the locked gates open to allow participants to return to Rivenheart or farther destinations, several mortals lay dead upon the cathedral floor, naked and broken amid scraps of clothing and unidentifiable organic liquids.

The Six Sacred Pools: Temptation demons from Rivenheart often alight to this terraced series of natural pools to reflect upon their latest mortal targets and conquests, for the gorgeous scenery and calmly babbling waterfalls

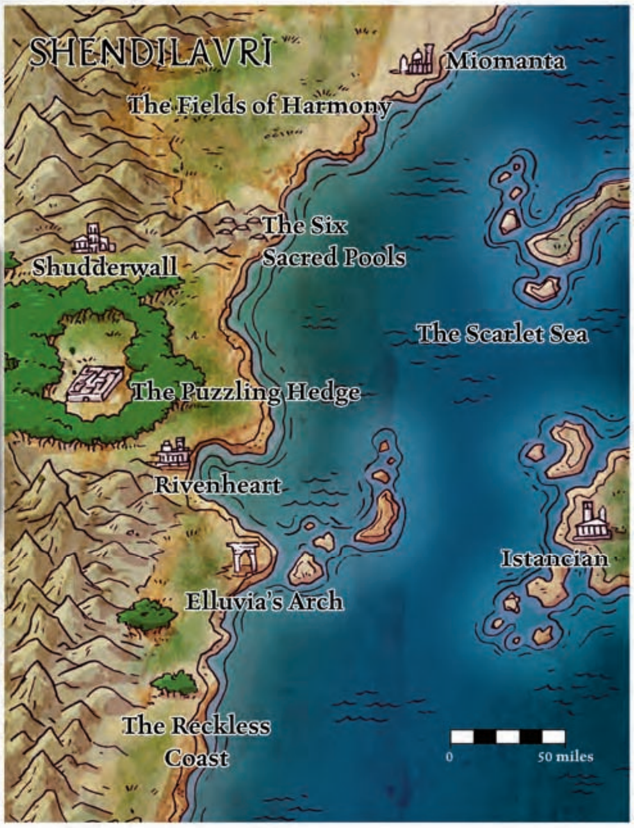


Table 5–18: Shendilavri Encounters

d%	Encounter
01–30	A succubus (*MM* 47) attempts to lure a lone PC into a deadly trap manned by three of her sisters.
31–40	A seemingly enraptured mortal momentarily breaks out of his euphoric stupor to tell the PCs about a group of resistance fighters operating out of an abandoned hostel in Rivenheart. The man and his allies are earnest in their opposition to Malcanthet, but they are well known by the Radiant Sisters, who are merely waiting for the right moment to sweep them up in a raid.
41–60	The PCs recognize an NPC from their home world, perhaps a minor friend or relative, lounging in the company of a lone succubus (*MM* 47). In fact, the apparent friend is a polymorphed Radiant Sister lilitu (see page 43) who recently became aware of the PCs' arrival and seeks to learn more about them.
61–70	A handsome leather-clad kelvezu (*Monster Manual II* 58) offers to sell the PCs a highly addictive euphoric substance such as mushroom powder or mordayan vapor (*Book of Vile Darkness* 42).
71–80	A party of adventurers from a foreign Material Plane world accosts the PCs, accusing them of being the puppets of a lilitu (see page 43). In fact, they are the ones who have been charmed.
81–100	A shady oak tree is actually a ravenous ironmaw (*Fiend Folio* 104).

that connect the pools to the Scarlet Sea are tranquil enough to soothe even demonic souls. A powerful wastrilith (*Fiend Folio* 54) emissary of Malcanthet's professed ally Demogorgon ensures that no interloper befouls the sacred pools, and occasionally tempts a visiting succubi to turn her back on Malcanthet and become an agent of the Prince of Demons.

THE ENDLESS MAZE

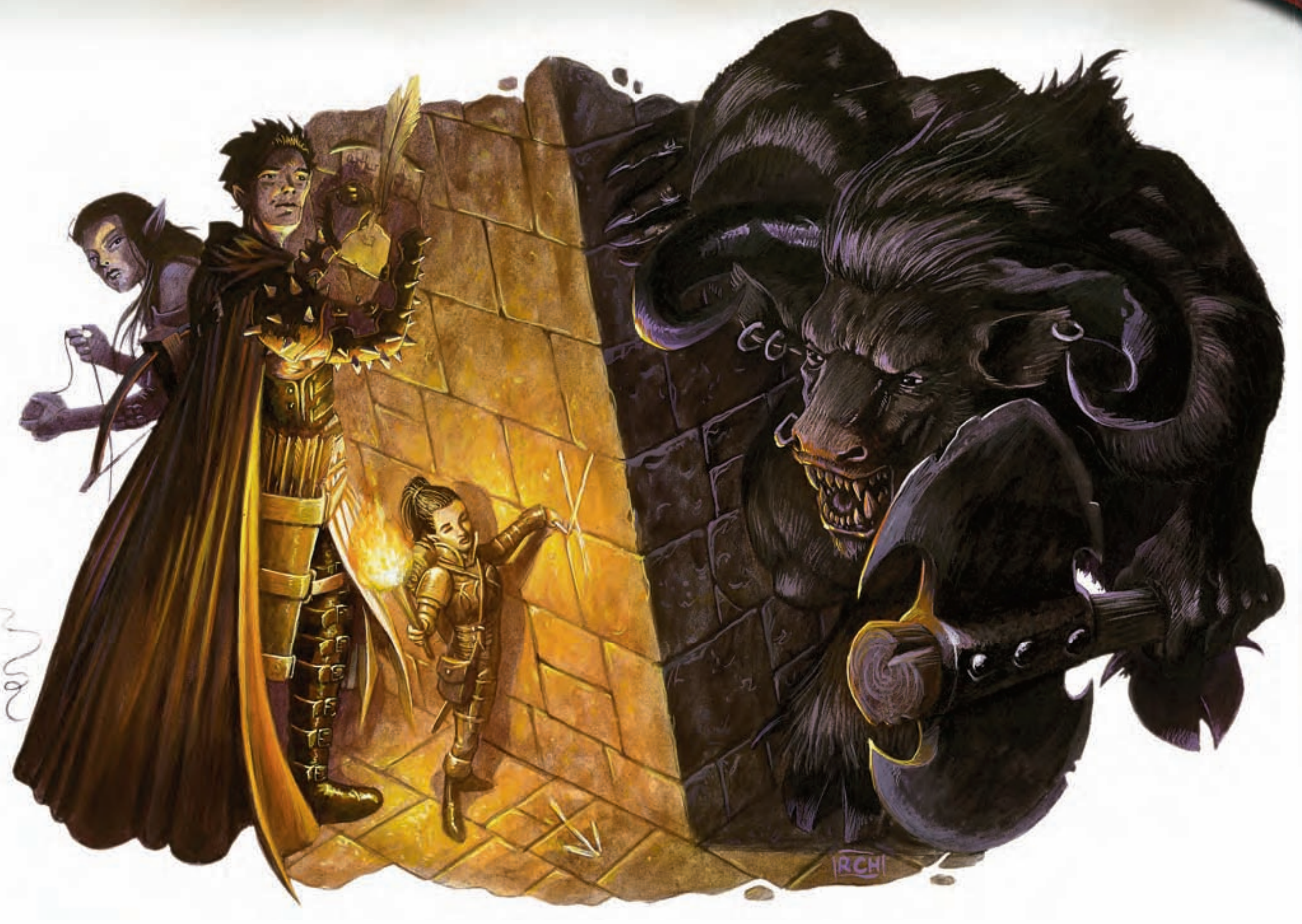
Layer Number: 600
Ruler: Baphomet (see page 58)
Traits: Infinite

Baphomet, the bellowing Prince of Beasts, dwells at the center of an infinite maze of twisting corridors and trapped switchbacks. Its endless passages connect to several other labyrinths elsewhere on the plane, such as the Puzzling Hedge of Shendilavri or the Valley of the Crypt Things on Thanatos. Such connections bring legions of (often unwitting) visitors to the Endless Maze, where they soon become hopelessly lost, almost welcoming the slobbering beasts dispatched by Baphomet to prowl the maze in search of intruders.

Numerous minotaur tribes inhabit the maze, usually led by half-fiend minotaurs or rogue bulezaus that have escaped the Blood War. These creatures revere Baphomet as a patron deity, and such is their devotion that some eventually escape the maze to preach the gospel of the Prince of Beasts to the minotaurs of the Material Plane. In addition to the ram-headed bulezau, several "domestic" demon breeds created in Baphomet's Tower of Science haunt the layer, including brutal horned ogres known as ghours and the demon lord's most oft-exported creations, the goristros. Numerous wild goristros hungrily wander the forlorn hallways of the Endless Maze, keeping the larger corridors and galleries free from intruders (and often dumbly crushing allied servants of Baphomet for good measure). The demon lord tolerates raiding parties of glabrezus who occasionally abduct these creatures to lash them into the service of a distant demon lord, for Baphomet knows that the goristros' stature and battle prowess carry his legend to all corners of the Abyss.

For all the demons and shrieking horrors of the maze, the layer supports a large number of mortals capable of providing succor or danger to visiting adventurers. These furtive, untrusting creatures are the Lost, usually gnolls or humans released from the dungeons below Baphomet's palace at the Lyktion. Baphomet and his servitors casually hunt down these pitiful creatures as a way to slake boredom or keep fresh for more important battles. When an allied demon lord or powerful mortal spellcaster wishes some service from the Prince of Beasts, Baphomet instructs him to find a specific member of the Lost, and often refuses to discuss things further until that individual has been brought to him. In remote corners of the layer members of the Lost gather in motley gangs to eke out survival and desperately search for escape.

Baphomet's wrathful rivalries with other demon lords, particularly Yeenoghu and Graz'zt, fuel most of the armed conflict in the Endless Maze, with vast hordes of demons and mortal warriors flooding the tunnels in an attempt to destroy the Prince of Beasts in his lair. Few invaders manage to negotiate the labyrinth well enough to pose a serious



The Endless Maze of Baphomet

Illus. by R. Horsley

threat to the demon lord, but those who do must first defeat Baphomet's creations before they can get a chance at the master himself. In the case of Yeenoghu, the mutual enmity has gone on for so long that neither demon remembers its original cause.

Most corridors in the Endless Maze appear as smooth-walled worked passages some 10 feet in width, with a ceiling 10 or 20 feet above the level stone floor. Here and there, the hallways open into grand, vaulted promenades or constrict to narrow crawlways barely 1 foot in diameter. Near the Lyktion and Baphomet's other redoubts, the maze architecture is intricate, clean, and well maintained, with walls of ivory, white marble, granite, and porphyry. The immaculate condition of the maze is often marred by great swaths of blood, mangled bodies, and other gruesome leavings from battles between demons, adventurers, and other lost souls. Farther from the region often patrolled by Baphomet himself, the maze falls into crumbling disrepair and ultimately takes on the characteristic of unworked natural passages. Near portals to other layers, the maze sometimes takes on architectural or artistic trappings reminiscent of the layer on the other side of the gate. No natural illumination graces the Endless Maze, although everburning torches keep important passageways illuminated so that Baphomet's victims can see the twisted faces of their pursuers.

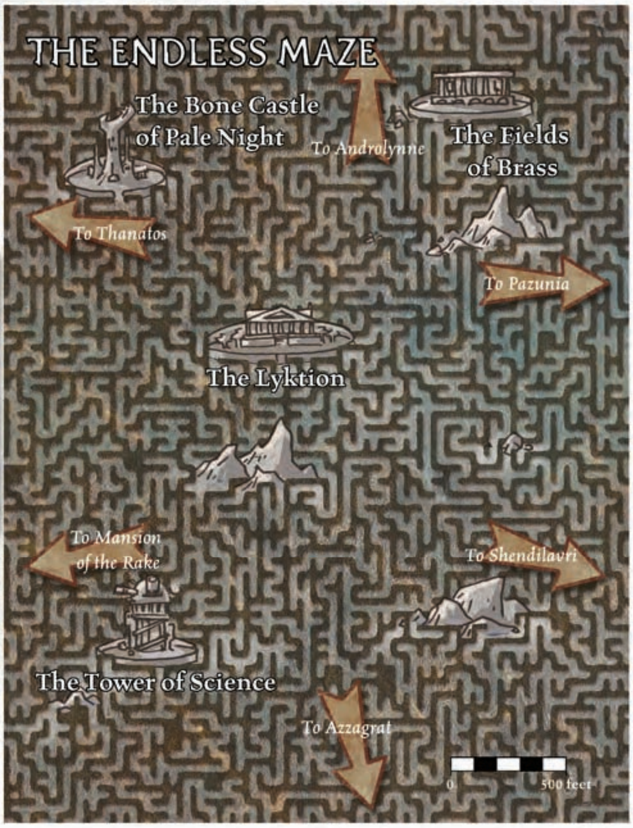
A summary of key locations within the Endless Maze follows.

The Bone Castle of Pale Night: The obyrith Pale Night, the Mother of Demons, dwelled upon the 600th layer of the Abyss long before the coming of Baphomet, who is himself quite ancient relative to most of the other tanar'ri. When the feral horned Prince of Beasts reached the obyrith's fading realm, Pale Night somehow managed to suppress his rage enough to propose a pact that has lasted to the current day.

While Baphomet's Endless Maze dominates most of the infinite layer, a sizable portion remains under the control of Pale Night, who dwells in a morbid castle at the center of a wide circular plain of bones. The Bone Castle looks extremely aged and delicate, as if the brittle hand and finger bones that make up its haunting surface might crackle into dust at any moment. Despite appearances, the castle remains extremely sturdy and has not been conquered during the course of recorded Abyssal history. In huge niches stationed around vast galleries inside the castle, Pale Night displays the fractured shadows of her slain victims.

The Maze itself is only barely visible from the ramparts of the Bone Castle, and Baphomet never interferes with Pale Night's dominion over her original realm. For her part, the enigmatic demoness seldom ventures into the Prince of Beast's domain except to utilize the layer's single gate to Androlynne, where she spends a great deal of time toying with a generation of trapped eladrin children.

The Fields of Brass: When not slaving in his Tower of Science or brooding over Material Plane schemes in the Lyktion, Baphomet prefers to sate his desire for carnage and mayhem in the Fields of Brass, an enormous coliseum built into a bowl-shaped crater that stinks with the spilled blood of eons. The ovoid fighting surface measures nearly 1,000 feet in diameter and is constructed of huge overlapping brass plates. Because the battles so often involve feral



beasts and animalistic demons of great stature, fighting often spills over into the tiered upper structure of the arena, a series of heavily trapped open-air labyrinths that add a deadly dimension to combat in the coliseum. Unusually, only a small handful of seats look down upon the labyrinths and fighting field, the most notable being Baphomet's imposing throne of brass and bone upon the field's highest rim.

The Lyktion: Baphomet's thousand-chambered palace is a maze in itself, a confusing jumble of crooked hallways and rooms staffed by an army of diligent quasit cooks and sweepers. A mile-wide moat surrounds the squat palace, concealing a maddening series of submerged stairs, tunnels, and chambers that lead into the deeper halls of the fortress, which otherwise bears no traditional means of entrance. The most feral of Baphomet's bestial guardians dwell in the moat's depths, rushing to defend the Lyktion in the relatively common event of an attack from the likes of Yeenoghu or Graz'zt.

The Tower of Science: A complex tower of hammered metal plates completely dominates this enormous cylindrical chamber, leaving no more than 15 feet between the structure's exterior and the unfinished walls of Baphomet's endless labyrinth. No entrances mark the 200-foot-tall tower at ground level, but numerous bridges connect the structure to tunnels leading off from the chamber at several different heights. The tower's dome roof, reminiscent of an observatory, bears a wide groove that exposes the circular chamber within. The chamber can rotate and extend a set of stairs to reach any of thirteen different passages leading elsewhere in the maze. The tower has a diameter of 80 feet.

Each of the tower's sixteen floors focuses upon a different science of interest to Baphomet, including such devotions as torture, death, skinning, taxidermy, vivisection, dissection, flesh grafting, breeding experimentation, and the construction of new skeletal frameworks by mixing and matching bones from hundreds of different donor creatures. In chambers below the tower, Baphomet labors over completely original demonic breeds crafted from the discarded bones and flesh of his failed experiments, resulting in several original breeds including the bulezaus, ghours, goristros, and worse. The least dependable and most violent of these creatures soon find themselves bound in the subterranean Maze of the Misbegotten. Able subjects are cast out of the tower, which they reflexively protect as the site of their origin. Baphomet spends more time in the Tower of Science than anywhere else, including his chambers in the Lyktion.

TABLE 5–19: ENDLESS MAZE ENCOUNTERS

d%	Encounter
01–30	Eight fiendish minotaurs (*MM* 107, 188) round a corner within sight of the PCs. The band is led by a mighty bulezau (page 33).
31–50	A lost traveler from another layer staggers into the corridor from a side passage about 40 feet away. Roll on the encounter tables from one of the following layers: Androlynne (01–20), Azzagrat (21-40), Pazunia (41–50), Shendilavri (51–60), Thanatos (61–80), or Yeenoghu's Realm (81–100). If the rolled encounter does not make sense within the context of the maze, roll again or choose a more appropriate encounter.
51–60	The maze opens into a wide, high-ceilinged chamber inhabited by a 12-headed hydra (*MM* 155) ordered to block the progress of intruders.
61–70	The PCs come upon the half-eaten corpse of a victim who became lost and starved in the maze. Equip the dead NPC with magical gear suitable for an NPC equivalent to the party's level.
71–80	Three brutish ghours (*Lost Empires of Faerûn* 168) bully an unarmed gnoll escapee. If rescued, the gnoll reveals himself to be Grakellan (CE male gnoll sorcerer 11), an important personal attendant of Yeenoghu. The grateful gnoll invites the PCs to be his guests at the roaming mansion of the Prince of Gnolls if they agree to return him to Yeenoghu's Realm.
81–90	A lone Abyssal skulker (*Monster Manual II* 57) stalks the maze in search of sentient food.
91–100	A massive goristro (page 40) barks a feral challenge at the PCs as they enter a wide, many-columned gallery.

APPENDIX I: LORDS OF THE ABYSS

Name	Title	Concerns	Layer
Abraxas	The Unfathomable	Magic words, arcane secrets, talismans	17: Death's Reward
Adimarchus	Prince of Madness	Insanity	507: Occipitus
Ahazu	The Seizer	Night, abduction	—
Ahrimanes	Chief of the Cacodaemons	Exiles, wanderers	452: Ahriman-abad
Aldinach (f)	The Lady of Change	Transformation	1: Pazunia
Alrunes (f)	The Soothing Spirit	Protection, sisterhood	—
Alvarez	The Purging Duke	Inquisition, torture	57: Torturous Truth
Alzrius	Lord of Infernal Light	Fire, destruction	601: Conflagratum
Anarazel	The Daring Darkness	Adventurers	79: The Emessu Tunnels
Ansitif	The Befouler	Corruption of religious sites and relics	73: The Wells of Darkness
Ardat (f)	The Unavowed	Secret or failing marriages, harpies	—
Areex (o)	The Forgotten Prince	Unknown	73: The Wells of Darkness
Arzial	The Blooded Baron	Subterfuge	45, 46, 47: Azzagrat
Aseroth	The Winter Warlock	Cold, ice	566: Soulfreeze
Asima (o, d)	The Unanticipated	Ill surprises	4: The Grand Abyss
Astaroth (d)	Diabolus	Prophecy	—
Azael (d)	The Ensnared	Rebellion, war	422: Yeenoghu's Realm
Azazel	Prince of Scapegoats	Blame, absolution	137: Outcasts' End
Baltazo	The Seeping Sovereign	Diplomacy, strategy	1: Pazunia
Baphomet	Prince of Beasts	Minotaurs, beasts	600: The Endless Maze
Barbu (f)	The Unwelcome Guest	Discord, ruined peace	—
Bayemon	Of the Unhealing Wound	The afflicted	—
Bechard (o)	The Rotting Husk	Decomposition, obsolescence	422: Yeenoghu's Realm
Cabiri (o)	The Watching Master	Observation	73: The Wells of Darkness
Charun	The Hammerer	Massacres	—
Dagon (o)	Prince of the Depths	Creatures of the deep aquatic	89: The Shadowsea
Demogorgon	The Prince of Demons	Demonkind	88: The Gaping Maw
Dwiergus	The Chrysalis Prince	The shaping of demonic races	558: Fleshforges
Eblis	Of the Unbended Knee	Refusal to surrender	1: Pazunia
Eldanoth	The Bloodless Scion	Crime	359: The Arc of Eternity
Eltab	Lord of the Hidden Layer	Hatred, retribution	248: The Hidden Layer
Fraz-Urb'luu	Prince of Deception	Lies, subterfuge, illusion	176: Hollow's Heart
Graz'zt	The Dark Prince	Tyrants, despots, guile, debauchery	45, 46, 47: Azzagrat
Gresil	Custodian of Records	Abyssal lore	—
Haagenti	Lord of Alchemy	Alchemy	548: Garavond
Ilsidahur	The Howling King	Bar-lgura	90: The Guttering Grove
Juiblex	The Faceless Lord	Oozes, slimes, and jellies	222: Shedaklah
J'zzalshrak (f)	The Errant General	Blood War campaigns	—
Kardum	Lord of the Balors	Balors, fire	21: The Sixth Pyre
Kerzit	Guardian of the Tome	The Tome of the Black Heart	—
Kostchtchie	Prince of Wrath	Frost giants, wrath, rage	23: The Iron Wastes
Lamashtu (f)	She Who Erases	Monstrous birth, deformity	503: Torremor
Laraie	The Stalking Terror	Pursuit	—
Lazbral'thull	The Butcher	Torture, bloodletting	73: The Wells of Darkness
Lissa'aere (f)	The Noxious	Poison gas	27: Malignebula
Lolth (f)	Demon Queen of Spiders	Drow, spiders	66: The Demonweb
Luperico	The Baron of Sloth	Sloth, darkness	128: Slugbed
Lynkhab (f)	Lady of Regret	Depression, desire	297: The Sighing Cliffs
Malgarius	The Demon Tree	Evil sylvan creatures	—
Mastiphal	The Hunting Sovereign	Pursuit of prey	1: Pazunia
Munkir	The White Guardian	Afterlife, the back door to Paradise	77: The Gates of Heaven
Nekir	The Black Guardian	Afterlife, the back door to Paradise	77: The Gates of Heaven
Nocticula (f)	The Undeniable	Night	72: Darklight
Obox-ob (o)	Prince of Vermin	Vermin	663: Zionyn
Orcus	Prince of the Undead	Undead, Abyssal ascension, escape from death	113: Thanatos
Pale Night (o)	The Mother of Demons	Motherhood	600: The Endless Maze
Pazuzu (o)	Prince of the Lower Aerial Kingdoms	Flying creatures, corruption	1: Pazunia, 503: Torremor
Rhyxali	Queen of Shadow Demons	Shadow demons, secrets	49: Shaddonon
Sch'theraqpasstt	The Serpent Reborn	Yuan-ti	111: The Mind of Evil

Name	Title	Concerns	Layer
Sess'Innek	The Emperor Lizard	Lizardfolk, civilization	7: The Phantom Plane
Shaktari	Queen of Mariliths	Mariliths	531: Vudra
Shami-Amourae	"Queen of the Succubi"	Succubi	73: The Wells of Darkness
Siragle	The Ineffable	Secret oaths	493: The Steeping Isle
Socothbenoth	The Persuader	Perversion	597: Goranthis
Soneillon (f)	The Youthful Crone	Rejuvenation	71: Spirac
Tharzax	The Chattering Prince	Poisonous vermin	2: Driller's Hives
Thralhavoc	Shadowmaster	Undead shadows, subterfuge	—
Turgalas	The Ebon Maw	Hunger, consumption	32: Sholo-Tovoth
Ugudenk (o)	The Squirming King	Worms and hungry parasites	177: The Writhing Realm
Verin	Voice of Graz'zt	Diplomacy	45, 46, 47: Azzagrat
Volisupula	The Flensed Marquesse	Finery, ostentatious ceremony	8: The Skin-shedder
Vucarik	Consort of Chains	Chains, torture	651: Nethuria
Yeenoghu	Prince of Gnolls	Gnolls	422: Yeenoghu's Realm
Yibyiru (f)	The Rancid Lady of Bitter Bile	Poison	222: Shedaklah
Zuggtmoy (f)	Demon Queen of Fungi	Fungi	222: Shedaklah
Zzyczesiya	The Ungrasped	Confused and malevolent ignorance	3: The Forgotten Land

Notes: d = presumed dead, f = female, o = obyrith. Demon lords with "—" in the Layer column do not rule a layer of the Abyss, and either currently contest for one, serve another demon lord, wander several layers, or are trapped on another plane.

APPENDIX II: LAYERS OF THE ABYSS

Layer	Common Name	Ruler
1	Plain of Infinite Portals/Pazunia	Pazuzu/contested
2	Driller's Hives	Tharzax
3	The Forgotten Land	Zzyczesiya
4	The Grand Abyss	Contested
5	Wormblood	Contested
6	Realm of a Million Eyes	Great Mother (D)
7	The Phantom Plane	Sess'inek
8	The Skin-shedder	Volisupula
9	Burningwater	None
10	That Hellhole	None
11	Molrat	Contested
12	Twelvetrees	None
13	Blood Tor	Beshaba (D)
14	The Steaming Fen	The Queen of Chaos
17	Death's Reward	Abraxas
21	The Sixth Pyre	Kardum
23	The Iron Wastes	Kostchtchie
27	Malignebula	Lissa'aere
32	Sholo-Tovoth: The Fields of Consumption	Turaglas
45–47	Azzagrat	Graz'zt
49	Shaddonon	Rhyxali
52	Vorganund	Contested
57	Torturous Truth	Alvarez
66	The Demonweb Pits	Lolth (D)
67	The Heaving Hills	Verrangoin
68	The Swallowed Void	Abandoned
69	The Crushing Plain	None
70	The Ice Floe	None
71	Spirac	None
72	Darklight	Nocticula
73	The Wells of Darkness	None
74	Smaragd	Meershaulk (D) and Ramenos (D)
77	The Gates of Heaven	Munkir and Nekir
79	The Emessu Tunnels	Anarazel
88	The Gaping Maw	Demogorgon
89	The Shadowsea	Dagon
90	The Guttering Grove	Ilsidahur
92	Ulgurshek	Ulgurshek (s)
111	The Mind of Evil	Sch'thrruppasstt
113	Thanatos	Orcus
128	The Slugbed	Luperico
137	Outcasts' End	Azazel
142	Lifebane	Chemosh (D)
148	Torrent	Contested
176	Hollow's Heart	Fraz-Urb'luu
177	The Writhing Realm	Ugudenk
181	The Rotting Plain	Laogzed (D)
193	Vulgaria	Eshebala (D)
222	Shedaklah	Juiblex and Zuggtmoy
223	Offalmound	Contested
230	The Dreaming Gulf	None
241	Palpitatia	Grankhul (D) and Skiggaret (D)
245	The Scalding Sea	Contested
248	The Hidden Layer	Eltab
274	Durao	None
297	The Sighing Cliffs	Lynkhab
300	Feng-Tu	Tou Mu (D) and Lu Yueh (D)
303	The Sulfanorum	None
313	Gorrion's Grasp	Contested
333	The Broken Scale	Hiddukel (D)
340	The Black Blizzard	Contested
348	Indifference	Contested
359	The Arc of Eternity	Eldanoth
377	Plains of Gallenshu	None
399	The Worm Realm	Urlden (D)
400	Woeful Escarand	Lords of Woe
403	The Rainless Waste	None
421	The White Kingdom	Doresain
422	Yeenoghu's Realm	Yeenoghu
423	Galun-Khur	Unknown
452	Ahriman-abad	Ahrimanes
471	Androlynne	Pale Night
487	Lair of the Beast and Mansion of the Rake	Kanchelsis (D)
489	Noisome Vale	Contested
493	The Steeping Isle	Siragle

Layer	Common Name	Ruler
499	Carroristo	None
503	Torremor	Pazuzu
507	Occipitus	Adimarchus
524	Shatterstone	Vaprak (D)
531	Vudra	Shaktari
558	Fleshforges	Dwiergus
566	Soulfreeze	Aseroth
586	Prison of the Mad God	Diinkarazan (D)
597	Goranthis	Socothbenoth
600	The Endless Maze	Baphomet
601	Conflagratum	Alzrius
628	Vallashan	None
643	Caverns of the Skull	Kali (D)
651	Nethuria	Vucarik
652	The Rift of Corrosion	Contested
663	Zionyn	Obox-ob

(D) Deity.

(s) Special. Ulgurshek is not a demon lord, but an ancient entity created before the formation of the Great Wheel.

APPENDIX III: INDEX OF DEMONS

This list includes all demons published in official Dungeons & Dragons products up to the publication of this book. Sources include the following titles:

Monster Manual (MM)
Monster Manual II (MM2)
Monster Manual III (MM3)
Fiend Folio (FF)
Manual of the Planes (MP)
Lost Empires of Faerûn (LE)
Book of Vile Darkness (BoVD)
Ghostwalk (GW)
Expanded Psionics Handbook (EPH)
Miniatures Handbook (MH)
Draconomicon (Dra)
Fiendish Codex I: Hordes of the Abyss (FC1)

Demon	Category	Source
Abyssal drake	Demon	*Dra*
Abyssal eviscerator	Demon	*MH*
Abyssal maw	Demon	*MM2*
Abyssal ravager	Demon	*MM2*
Abyssal skulker	Demon	*MM2*
Alkilith	Tanar'ri	*FF*
Armanite	Tanar'ri	*FC1*
Arrow demon	Tanar'ri	*MM3*
Artaaglith	Demon	*GW*
Babau	Tanar'ri	*MM*
Balor	Tanar'ri	*MM*
Bar-lgura	Tanar'ri	*FC1*
Bebilith	Demon	*MM*
Blood Fiend	Demon	*FF*
Broodswarm	Demon	*FC1*
Bulezau	Tanar'ri	*FC1*
Cerebrilith	Tanar'ri	*EPH*
Chasme	Tanar'ri	*FC1*
Dretch	Tanar'ri	*MM*
Dybbuk	Loumara	*FC1*
Ekolid	Obyrith	*FC1*
Ghour	Demon	*LE*
Glabrezu	Tanar'ri	*MM*
Goristro	Tanar'ri	*FC1*
Guecubu	Loumara	*FC1*
Hezrou	Tanar'ri	*MM*
Jarilith	Tanar'ri	*MM2*
Jovoc	Tanar'ri	*MM2*
Kelvezu	Tanar'ri	*MM2*
Klurichir	Tanar'ri	*FF*
Lilitu	Demon	*FC1*
Mane	Tanar'ri	*FC1*
Marilith	Tanar'ri	*MM*
Maurezhi	Tanar'ri	*FF*
Molydeus	Tanar'ri	*FC1*
Myrmyxicus	Tanar'ri	*FF*
Nabassu	Tanar'ri	*FC1*
Nalfeshnee	Tanar'ri	*MM*
Palrethee	Tanar'ri	*MM2*
Quasit	Demon	*MM*
Retriever	Demon	*MM*
Rutterkin	Tanar'ri	*FC1*
Shadow demon	Demon	*BoVD*
Sibriex	Obyrith	*FC1*
Skulvyn	Demon	*FF*
Sorrowsworn	Tanar'ri	*MM3*
Succubus	Tanar'ri	*MM*
Uridezu	Tanar'ri	*MP*
Vrock	Tanar'ri	*MM*
Wastrilith	Demon	*FF*
Yochlol	Demon	*FC1*
Zovvut	Demon	*MM2*

DEMONS BY CR

Following is a list, in ascending order, of the Challenge Ratings for all demons. Note that demons were revised substantially in the 3.5 revision; as a result, a few of the demons from earlier books (abyssal ravager, alkilith, kelvezu, klurichir, maurezhi, myrmyxicus, wastrilith, and zovvut), although still quite usable in the current rules, have adjustments to their CRs. The CRs indicated for these demons here are official changes to more accurately reflect the challenge they provide in high-level play.

CR 1: mane
CR 2: abyssal maw, abyssal skulker, dretch, nashrou, quasit
CR 3: abyssal ravager, maurezhi (5–6 HD), rutterkin
CR 4: abyssal eviscerator, ekolid, guecubu, maurezhi (7–8 HD), skulvyn
CR 5: bar-lgura, jovoc, maurezhi (9–10 HD), juvenile nabassu, skurchur, water demon
CR 6: artaaglith, babau, broodswarm, maurezhi (11–12 HD), uridezu
CR 7: armanite, arrow demon, succubus, maurezhi (13–14 HD), zovvut
CR 8: dybbuk, palrethee, maurezhi (15–16 HD), shadow demon, yochlol
CR 9: abyssal drake, bulezau, vrock, maurezhi (17–18 HD)
CR 10: alkilith, bebilith, cerebrilith, chasme, maurezhi (19–20 HD)
CR 11: hezrou, retriever, wastrilith
CR 12: ghour, lilitu
CR 13: glabrezu, jarilith
CR 14: blood fiend, kelvezu, nalfeshnee
CR 15: nabassu, sibriex
CR 16: goristro
CR 17: klurichir, marilith, sorrowsworn
CR 18: deathdrinker, myrmyxicus
CR 19: molydeus
CR 20: balor

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